

EXHIBIT B2

Invoices (part 2)

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394915
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Plan of Reorganization**

For professional services rendered from December 1, 2016 through December 31, 2016

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 3,142.50

Remittance Copy

Please include this page with payment

Invoice No: 50394915

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
|--|--|

Reference Invoice No:
50394915

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

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Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Plan of Reorganization**

For professional services rendered from December 1, 2016 through December 31, 2016

| | | |
|------|----|----------|
| Fees | \$ | 3,142.50 |
|------|----|----------|

| | | |
|--|----|----------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 3,142.50 |
|--|----|----------|

Baker&Hostetler LLP

Atlanta
Houston

Chicago
Los Angeles

Cincinnati
New York

Cleveland
Orlando

Columbus
Philadelphia

Costa Mesa
Seattle

Denver
Washington, DC

Regarding: **Plan of Reorganization**

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|------------------|-------------|-----------|--------------------|
| Parrish Jimmy D. | 5.70 | \$ 525.00 | \$ 2,992.50 |
| Lane Deanna L | 0.60 | 250.00 | 150.00 |
| Total | 6.30 | | \$ 3,142.50 |

| Date | Name | Description | Hours | Amount |
|----------|------------------|--|-------------|--------------------|
| 12/20/16 | Parrish Jimmy D. | Review issues regarding World Fuel PSA. | 1.10 | 577.50 |
| 12/20/16 | Parrish Jimmy D. | Talk with Mr. Beskow regarding World Fuel PSA. | 0.30 | 157.50 |
| 12/20/16 | Parrish Jimmy D. | Talk with Mr. Claypool regarding World Fuel PSA. | 0.20 | 105.00 |
| 12/20/16 | Parrish Jimmy D. | Talk with Mr. Guso regarding World Fuel PSA agreement. | 1.00 | 525.00 |
| 12/20/16 | Parrish Jimmy D. | Talk with Mr. Pope regarding World Fuel PSA agreement. | 0.40 | 210.00 |
| 12/21/16 | Parrish Jimmy D. | Talk with Ms. Jones regarding expedited relief for World Fuel PSA. | 0.20 | 105.00 |
| 12/21/16 | Parrish Jimmy D. | Review and revise motion to approve PSA agreement with World Fuel. | 2.50 | 1,312.50 |
| 12/22/16 | Lane Deanna L | Assisting with the finalizing, filing and serving of the Motion for Entry of an Order Authorizing the Debtors Assumption of Plan Support Agreement | 0.60 | 150.00 |
| | Total | | 6.30 | \$ 3,142.50 |

Baker&Hostetler LLP

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394926
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Plan of Reorganization**

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 16,447.50

Remittance Copy

Please include this page with payment

Invoice No: 50394926

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
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P.O. Box 70189
Cleveland, OH 44190-0189

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Invoice Date: 06/29/17
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Page 2

Regarding: **Plan of Reorganization**

For professional services rendered from January 1, 2017 through January 31, 2017

Fees \$ **16,447.50**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **16,447.50**

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: **Plan of Reorganization**

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Goodman Eric R | 0.20 | \$ 530.00 | \$ 106.00 |
| Green Elizabeth A. | 14.70 | 650.00 | 9,555.00 |
| Parrish Jimmy D. | 9.60 | 540.00 | 5,184.00 |
| Rose Jorian L. | 0.90 | 755.00 | 679.50 |
| Esmont Joseph M. | 2.60 | 355.00 | 923.00 |
| Total | 28.00 | | \$ 16,447.50 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|--------|
| 01/05/17 | Parrish Jimmy D. | Review issues regarding rail car lease assignment. | 0.60 | 324.00 |
| 01/06/17 | Parrish Jimmy D. | Review issues regarding World Fuel agreement. | 0.40 | 216.00 |
| 01/09/17 | Green Elizabeth A. | Telephone call with Jordi Guso regarding World Fuel Services. | 0.30 | 195.00 |
| 01/09/17 | Green Elizabeth A. | Review documents related to World Fuel Services agreement. | 1.10 | 715.00 |
| 01/09/17 | Rose Jorian L. | Telephone conferences with Ms. Green and review agreements regarding World Fuel Services settlement. | 0.60 | 453.00 |
| 01/09/17 | Rose Jorian L. | Telephone conferences with Mr. Allen regarding certain documents for World Fuel settlement. | 0.30 | 226.50 |
| 01/10/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding railcar subleases. | 0.20 | 108.00 |
| 01/10/17 | Parrish Jimmy D. | Review notice issues for plan support agreement. | 0.50 | 270.00 |
| 01/10/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding rail car | 0.10 | 54.00 |

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| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| | | subleases. | | |
| 01/11/17 | Green Elizabeth A. | Review issues regarding hearings on January 17th and begin outline of hearings and evidence in preparation for hearing on Plan Support Agreement. | 1.80 | 1,170.00 |
| 01/11/17 | Parrish Jimmy D. | Review World Fuel plan support agreement notice issues. | 0.50 | 270.00 |
| 01/11/17 | Parrish Jimmy D. | Review issues regarding World Fuel sublease assignment. | 0.60 | 324.00 |
| 01/11/17 | Parrish Jimmy D. | Talk with Mr. Beskow and Mr. Claypool regarding World Fuel subleases. | 0.20 | 108.00 |
| 01/12/17 | Goodman Eric R | Communications with WFS transaction documents. | 0.20 | 106.00 |
| 01/12/17 | Green Elizabeth A. | Review issues regarding Plan Support motion and World Fuel Services claims. | 0.70 | 455.00 |
| 01/12/17 | Green Elizabeth A. | Review plan outline. | 0.60 | 390.00 |
| 01/12/17 | Green Elizabeth A. | Telephone call with Mike McGrath regarding Plan Support motion. | 0.30 | 195.00 |
| 01/12/17 | Green Elizabeth A. | Review Plan Support Agreement documents and exhibit for filing. | 0.80 | 520.00 |
| 01/12/17 | Green Elizabeth A. | Telephone call with Jordi Guso regarding World Fuel Services. | 0.30 | 195.00 |
| 01/12/17 | Parrish Jimmy D. | Review World Fuel PSA alternatives. | 0.60 | 324.00 |
| 01/12/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding rail car subleases. | 0.40 | 216.00 |
| 01/16/17 | Green Elizabeth A. | Outline testimony of Jim Thornton for WFS hearing. | 0.80 | 520.00 |
| 01/16/17 | Green Elizabeth A. | Telephone call with Jordi Guso regarding WFS. | 0.20 | 130.00 |
| 01/17/17 | Green Elizabeth A. | Begin outline of Thornton declaration. | 0.60 | 390.00 |
| 01/17/17 | Green Elizabeth A. | Meeting with Jim Thornton regarding WFS | 0.50 | 325.00 |

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| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|--------|
| | | motion. | | |
| 01/18/17 | Green Elizabeth A. | Review issues regarding WFS agreement. | 0.40 | 260.00 |
| 01/18/17 | Parrish Jimmy D. | Review Plan support agreement notice issues. | 0.50 | 270.00 |
| 01/18/17 | Parrish Jimmy D. | Review Plan Support Agreement and outline evidence needed for hearing. | 1.30 | 702.00 |
| 01/19/17 | Esmont Joseph M. | Review Plan Support motion. | 0.80 | 284.00 |
| 01/19/17 | Esmont Joseph M. | Confer with Ms. Green regarding Thornton Declaration in support of Plan Support Motion. | 0.30 | 106.50 |
| 01/19/17 | Green Elizabeth A. | Review damage calculation for WFS for Thornton affidavit. | 0.80 | 520.00 |
| 01/19/17 | Green Elizabeth A. | Draft outline of Thornton affidavit. | 1.10 | 715.00 |
| 01/19/17 | Green Elizabeth A. | Review WFS documents to draft Thornton affidavit. | 1.20 | 780.00 |
| 01/20/17 | Esmont Joseph M. | Confer with Mr. Thornton and Ms. Green regarding Thornton Declaration. | 0.50 | 177.50 |
| 01/20/17 | Esmont Joseph M. | Revisions to Thornton Declaration in support of Plan Support Motion. | 1.00 | 355.00 |
| 01/20/17 | Green Elizabeth A. | Review amendment to Plan Support Agreement. | 0.20 | 130.00 |
| 01/20/17 | Green Elizabeth A. | Final review of Thornton declaration. | 0.40 | 260.00 |
| 01/20/17 | Green Elizabeth A. | Email Jordi Guso regarding WFS Plan Support Agreement. | 0.20 | 130.00 |
| 01/23/17 | Green Elizabeth A. | Draft outline of plan terms. | 1.10 | 715.00 |
| 01/23/17 | Green Elizabeth A. | Emails to Mike Fladavich regarding WFS and PSA. | 0.20 | 130.00 |
| 01/23/17 | Parrish Jimmy D. | Talk with Ms. Nordstrom regarding hearing on World Fuel PSA. | 0.30 | 162.00 |
| 01/23/17 | Parrish Jimmy D. | Review evidence presentation for World | 1.40 | 756.00 |

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| Date | Name | Description | Hours | Amount |
|--------------|--------------------|--|--------------|------------------|
| | | Fuel hearing. | | |
| 01/23/17 | Parrish Jimmy D. | Review World Fuel PSA and motion to approve. | 0.70 | 378.00 |
| 01/23/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding World Fuel PSA. | 0.40 | 216.00 |
| 01/23/17 | Parrish Jimmy D. | Talk with Mr. Fadlovich regarding World Fuel PSA. | 0.40 | 216.00 |
| 01/23/17 | Parrish Jimmy D. | Talk with Mr. Stepan regarding World Fuel PSA hearing. | 0.10 | 54.00 |
| 01/30/17 | Green Elizabeth A. | Telephone call with Gabe Claypool and Marty Beskow regarding plan, transition, timing and closing. | 1.10 | 715.00 |
| 01/30/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding railcar subleases. | 0.10 | 54.00 |
| 01/30/17 | Parrish Jimmy D. | Review issues regarding railcar sublease assignments. | 0.30 | 162.00 |
| Total | | | 28.00 | 16,447.50 |

Baker&Hostetler LLP

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394937
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Plan of Reorganization**

For professional services rendered from February 1, 2017 through February 28, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 18,564.00

Remittance Copy

Please include this page with payment

Invoice No: 50394937

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394937
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Plan of Reorganization**

For professional services rendered from February 1, 2017 through February 28, 2017

Fees \$ **18,564.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **18,564.00**

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Regarding: **Plan of Reorganization**

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Green Elizabeth A. | 4.20 | \$ 650.00 | \$ 2,730.00 |
| Parrish Jimmy D. | 14.40 | 540.00 | 7,776.00 |
| Layden Andrew V. | 23.70 | 340.00 | 8,058.00 |
| Total | 42.30 | | \$ 18,564.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| 02/02/17 | Green Elizabeth A. | Review trust agreement for plan. | 1.80 | 1,170.00 |
| 02/02/17 | Green Elizabeth A. | Telephone call with Marty Beskow regarding plan. | 0.20 | 130.00 |
| 02/03/17 | Green Elizabeth A. | Review mechanism to transfer permit in plan. | 0.80 | 520.00 |
| 02/03/17 | Green Elizabeth A. | Telephone call with Marty Beskow regarding trust. | 0.20 | 130.00 |
| 02/03/17 | Parrish Jimmy D. | Review plan structure and alternatives. | 2.20 | 1,188.00 |
| 02/06/17 | Layden Andrew V. | Review major pleadings from bankruptcy case including first day affidavit, various first day motions, and sale order for purposes of drafting liquidating Chapter 11 Plan and Disclosure Statement. | 1.30 | 442.00 |
| 02/07/17 | Layden Andrew V. | Draft Debtors' Joint Plan of Liquidation. | 3.30 | 1,122.00 |
| 02/07/17 | Layden Andrew V. | Continue review of major pleadings from bankruptcy case including first day affidavit, various first day motions, and sale order for purposes of drafting liquidating Chapter 11 Plan and Disclosure Statement. | 1.10 | 374.00 |
| 02/08/17 | Green Elizabeth A. | Review issues related to the plan and trust structure. | 1.20 | 780.00 |

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

| Date | Name | Description | Hours | Amount |
|----------|------------------|---|-------|----------|
| 02/09/17 | Layden Andrew V. | Continue drafting Joint Chapter 11 Plan of Liquidation and related Disclosure Statement for all Debtors. | 11.40 | 3,876.00 |
| 02/09/17 | Parrish Jimmy D. | Review and revise liquidating plan. | 2.10 | 1,134.00 |
| 02/10/17 | Layden Andrew V. | Continue drafting Joint Chapter 11 Plan of Liquidation and related Disclosure Statement for all Debtors, and send drafts to Mr. Parrish with comments on key sections and remaining issues. | 6.60 | 2,244.00 |
| 02/10/17 | Parrish Jimmy D. | Review and revise plan and disclosure statement. | 1.10 | 594.00 |
| 02/10/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding liquidation plan and SEC claims. | 0.30 | 162.00 |
| 02/13/17 | Parrish Jimmy D. | Review and revise disclosure statement. | 1.00 | 540.00 |
| 02/13/17 | Parrish Jimmy D. | Review and revise plan. | 1.00 | 540.00 |
| 02/13/17 | Parrish Jimmy D. | Review issues regarding world fuel assignments. | 0.60 | 324.00 |
| 02/14/17 | Parrish Jimmy D. | Review and revise disclosure statement. | 0.80 | 432.00 |
| 02/14/17 | Parrish Jimmy D. | Review and revise plan. | 0.70 | 378.00 |
| 02/15/17 | Parrish Jimmy D. | Review and revise disclosure statement. | 0.70 | 378.00 |
| 02/15/17 | Parrish Jimmy D. | Review and revise plan. | 0.70 | 378.00 |
| 02/15/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding plan and disclosure statement. | 0.10 | 54.00 |
| 02/16/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding disclosure statement. | 0.10 | 54.00 |
| 02/21/17 | Parrish Jimmy D. | Review and revise World Fuel railcar assignments. | 1.80 | 972.00 |
| 02/21/17 | Parrish Jimmy D. | Talk with Mr. Claypool and Mr. Beskow regarding railcar assignments. | 0.20 | 108.00 |
| 02/21/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding railcar assignments. | 0.20 | 108.00 |

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| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

| Date | Name | Description | Hours | Amount |
|--------------|------------------|--|--------------|------------------|
| 02/22/17 | Parrish Jimmy D. | Review issues regarding plan administration post-closing. | 0.40 | 216.00 |
| 02/22/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding plan. | 0.10 | 54.00 |
| 02/22/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding World Fuel railcar assignments. | 0.20 | 108.00 |
| 02/22/17 | Parrish Jimmy D. | Talk with Mr. Claypool regarding railcar assignments. | 0.10 | 54.00 |
| Total | | | 42.30 | 18,564.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394951
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Plan of Reorganization**

For professional services rendered from March 1, 2017 through March 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 3,532.00

Remittance Copy

Please include this page with payment

Invoice No: 50394951

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
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Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Plan of Reorganization**

For professional services rendered from March 1, 2017 through March 31, 2017

| | | |
|-------------|-----------|-----------------|
| Fees | \$ | 3,532.00 |
|-------------|-----------|-----------------|

| | | |
|---|-----------|-----------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 3,532.00 |
|---|-----------|-----------------|

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Regarding: Plan of Reorganization

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|-------------|-----------|--------------------|
| Green Elizabeth A. | 0.90 | \$ 650.00 | \$ 585.00 |
| Parrish Jimmy D. | 3.50 | 540.00 | 1,890.00 |
| Rose Jorian L. | 1.40 | 755.00 | 1,057.00 |
| Total | 5.80 | | \$ 3,532.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|--------|
| 03/02/17 | Green Elizabeth A. | Review claim retention issues for plan. | 0.90 | 585.00 |
| 03/02/17 | Parrish Jimmy D. | Review issues regarding liquidating plan. | 0.50 | 270.00 |
| 03/13/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding plan revisions. | 0.10 | 54.00 |
| 03/27/17 | Rose Jorian L. | Telephone conference with potential party for financing exit for case. | 0.80 | 604.00 |
| 03/28/17 | Rose Jorian L. | Review changes to Plan by SunTrust. | 0.60 | 453.00 |
| 03/29/17 | Parrish Jimmy D. | Review and revise E Energy Adams railcar lease assignment. | 0.40 | 216.00 |
| 03/29/17 | Parrish Jimmy D. | Review and revise CM&Q railcar lease assignment. | 0.40 | 216.00 |
| 03/29/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding railcar sublease assignments. | 0.20 | 108.00 |
| 03/29/17 | Parrish Jimmy D. | Talk with Mr. Claypool regarding railcar sublease assignments. | 0.10 | 54.00 |
| 03/29/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding railcar sublease assignments. | 0.10 | 54.00 |
| 03/30/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding railcar lease assignments. | 0.10 | 54.00 |

Baker & Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

| Date | Name | Description | Hours | Amount |
|--------------|------------------|---|-------------|-----------------|
| 03/30/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding railcar lease assignments. | 0.20 | 108.00 |
| 03/31/17 | Parrish Jimmy D. | Review and revise the plan of liquidation. | 1.10 | 594.00 |
| 03/31/17 | Parrish Jimmy D. | Review litigation disclosure issues. | 0.30 | 162.00 |
| Total | | | 5.80 | 3,532.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Seattle* *Washington, DC*

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394959
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Plan of Reorganization**

For professional services rendered from April 1, 2017 through April 30, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 21,680.00

Remittance Copy

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Invoice No: 50394959

Firm Contact Information

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(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
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Cleveland, OH 44190-0189

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Page 2

Regarding: **Plan of Reorganization**

For professional services rendered from April 1, 2017 through April 30, 2017

Fees \$ **21,680.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **21,680.00**

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: **Plan of Reorganization**

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Goodman Eric R | 18.00 | \$ 530.00 | \$ 9,540.00 |
| Green Elizabeth A. | 4.00 | 650.00 | 2,600.00 |
| Parrish Jimmy D. | 8.00 | 540.00 | 4,320.00 |
| Rose Jorian L. | 2.40 | 755.00 | 1,812.00 |
| Esmont Joseph M. | 9.60 | 355.00 | 3,408.00 |
| Total | 42.00 | | \$ 21,680.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|--------|
| 04/03/17 | Esmont Joseph M. | Confer with Mr. Rose regarding disclosure statement issues. | 0.30 | 106.50 |
| 04/03/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding railcar sublease assignments. | 0.10 | 54.00 |
| 04/03/17 | Parrish Jimmy D. | Talk with Mr. beskow regarding railcar sublease assignment. | 0.10 | 54.00 |
| 04/03/17 | Parrish Jimmy D. | Talk with Mr. Claypool regarding railcar sublease assignment. | 0.10 | 54.00 |
| 04/03/17 | Rose Jorian L. | Conference call with Board and Mr. Beskow regarding remaining Chapter 11 issues. | 0.70 | 528.50 |
| 04/04/17 | Parrish Jimmy D. | Review and revise plan of liquidation. | 0.50 | 270.00 |
| 04/04/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding railcar sublease assignment. | 0.10 | 54.00 |
| 04/06/17 | Esmont Joseph M. | Draft insert for disclosure statement regarding retention of claims. | 1.80 | 639.00 |
| 04/07/17 | Esmont Joseph M. | Draft insert for disclosure statement regarding retention of claims. | 2.80 | 994.00 |
| 04/10/17 | Green Elizabeth A. | Review issues regarding plan and | 0.90 | 585.00 |

Baker&Hostetler LLP

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| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
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| Date | Name | Description | Hours | Amount |
|----------|------------------|---|-------|----------|
| | | disclosure statement. | | |
| 04/14/17 | Parrish Jimmy D. | Review and revise disclosure statement. | 0.70 | 378.00 |
| 04/14/17 | Parrish Jimmy D. | Review and revise plan of liquidation. | 0.60 | 324.00 |
| 04/17/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding plan revisions. | 0.30 | 162.00 |
| 04/17/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding plan revisions. | 0.20 | 108.00 |
| 04/17/17 | Parrish Jimmy D. | Review disclosure statement revisions. | 0.60 | 324.00 |
| 04/18/17 | Goodman Eric R | Begin drafting motion to approval disclosure statement, establish voting procedures, and set date for confirmation hearing. | 3.40 | 1,802.00 |
| 04/18/17 | Goodman Eric R | Communications with Mr. Parrish regarding motion to approve disclosure statement. | 0.20 | 106.00 |
| 04/18/17 | Goodman Eric R | Review forms requesting combined hearing on approval of disclosure statement and plan and communications with local counsel regarding the same. | 1.00 | 530.00 |
| 04/18/17 | Goodman Eric R | Review Local Rules regarding approval of disclosure statements in chapter 11 cases. | 0.40 | 212.00 |
| 04/18/17 | Goodman Eric R | Review forms providing for separate hearings on approval of disclosure statement and confirmation of chapter 11 plan. | 0.80 | 424.00 |
| 04/18/17 | Parrish Jimmy D. | Review options for conditional approval of disclosure statement. | 0.30 | 162.00 |
| 04/18/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding plan and disclosure statement revisions. | 0.10 | 54.00 |
| 04/18/17 | Parrish Jimmy D. | Review issues regarding liquidating agent selection. | 0.20 | 108.00 |
| 04/19/17 | Goodman Eric R | Draft and edit motion to approval disclosure statement and solicitation procedures. | 1.30 | 689.00 |

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| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| 04/19/17 | Goodman Eric R | Draft and edit memorandum of law in support of motion to approval disclosure statement and solicitation procedures. | 2.10 | 1,113.00 |
| 04/19/17 | Goodman Eric R | Draft and edit notice of disclosure statement hearing. | 0.70 | 371.00 |
| 04/19/17 | Goodman Eric R | Draft and edit proposed ballot and instructions. | 0.80 | 424.00 |
| 04/19/17 | Goodman Eric R | Draft and edit proposed confirmation notice. | 0.70 | 371.00 |
| 04/19/17 | Goodman Eric R | Begin drafting proposed order approving disclosure statement and solicitation procedures. | 0.30 | 159.00 |
| 04/19/17 | Green Elizabeth A. | Review and revise Disclosure Statement. | 1.10 | 715.00 |
| 04/20/17 | Esmont Joseph M. | Review and comment on disclosure statement as it relates to certain retained claims. | 1.20 | 426.00 |
| 04/20/17 | Goodman Eric R | Edit and revise disclosure statement per comments from counsel for SunTrust and communications with Mr. Parrish regarding the same. | 0.40 | 212.00 |
| 04/20/17 | Goodman Eric R | Edit and revise motion to approve disclosure statement and solicitation procedures. | 0.90 | 477.00 |
| 04/20/17 | Goodman Eric R | Review and analyze Local Rules regarding notice of deadlines related to disclosure statements and chapter 11 plans. | 0.40 | 212.00 |
| 04/20/17 | Goodman Eric R | Draft and edit proposed order approving disclosure statement and solicitation procedures. | 1.20 | 636.00 |
| 04/20/17 | Goodman Eric R | Telephone call with Mr. Rose regarding litigation funding. | 0.30 | 159.00 |
| 04/20/17 | Rose Jorian L. | Telephone conference with Mr. Goodman regarding plan funder NDAs. | 0.20 | 151.00 |
| 04/20/17 | Rose Jorian L. | Email correspondence with potential funders of liquidating Trust. | 0.50 | 377.50 |

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| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| 04/21/17 | Esmont Joseph M. | Review and comment on disclosure statement as it relates to certain retained claims. | 2.70 | 958.50 |
| 04/21/17 | Goodman Eric R | Draft and edit motion to approve disclosure statement and solicitation procedures and related documents (2.0); draft email to local counsel regarding motion to approve disclosure statement and solicitation procedures and related procedures (.4). | 2.40 | 1,272.00 |
| 04/21/17 | Rose Jorian L. | Email correspondence with potential plan funders. | 0.40 | 302.00 |
| 04/24/17 | Esmont Joseph M. | Review and comment upon disclosure statement. | 0.80 | 284.00 |
| 04/24/17 | Goodman Eric R | Edit and revise plan and disclosure statement. | 0.20 | 106.00 |
| 04/24/17 | Goodman Eric R | Communications with local counsel regarding disclosure statement filing. | 0.30 | 159.00 |
| 04/24/17 | Goodman Eric R | Communications with Mr. Parrish regarding edits to disclosure statement and plan and related matters. | 0.20 | 106.00 |
| 04/24/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding plan and disclosure statement. | 0.10 | 54.00 |
| 04/24/17 | Parrish Jimmy D. | Review and revise disclosure statement. | 0.50 | 270.00 |
| 04/24/17 | Parrish Jimmy D. | Review and revise Plan. | 0.50 | 270.00 |
| 04/25/17 | Parrish Jimmy D. | Review consolidation hearing alternatives. | 0.50 | 270.00 |
| 04/25/17 | Parrish Jimmy D. | Review assets and liabilities for liquidation analysis. | 0.50 | 270.00 |
| 04/25/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding liquidation analysis. | 0.30 | 162.00 |
| 04/25/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding revisions to plan and disclosure statement. | 0.20 | 108.00 |
| 04/26/17 | Green Elizabeth A. | Review discovery, plan and issues related | 1.10 | 715.00 |

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

| Date | Name | Description | Hours | Amount |
|--------------|--------------------|--|--------------|------------------|
| | | to claims. | | |
| 04/26/17 | Parrish Jimmy D. | Review and revise disclosure statement. | 0.60 | 324.00 |
| 04/26/17 | Parrish Jimmy D. | Review and revise plan of liquidation. | 0.50 | 270.00 |
| 04/26/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding plan and disclosure statement hearing alternatives. | 0.20 | 108.00 |
| 04/26/17 | Parrish Jimmy D. | Talk with Ms. Phillips regarding liquidating trustee and post-confirmation budget. | 0.20 | 108.00 |
| 04/27/17 | Green Elizabeth A. | Review and revise disclosure statement. | 0.90 | 585.00 |
| 04/27/17 | Rose Jorian L. | Telephone conference with director regarding status of plan and case. | 0.60 | 453.00 |
| Total | | | 42.00 | 21,680.00 |

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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394969
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Plan of Reorganization**

For professional services rendered from May 1, 2017 through May 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 7,001.00

Remittance Copy

Please include this page with payment

Invoice No: 50394969

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Reference Invoice No:
50394969

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394969
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Plan of Reorganization**

For professional services rendered from May 1, 2017 through May 31, 2017

| | | |
|-------------|-----------|-----------------|
| Fees | \$ | 7,001.00 |
|-------------|-----------|-----------------|

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| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 7,001.00 |
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Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Regarding: **Plan of Reorganization**

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|--------------------|
| Goodman Eric R | 1.50 | \$ 530.00 | \$ 795.00 |
| Green Elizabeth A. | 0.90 | 650.00 | 585.00 |
| Parrish Jimmy D. | 2.30 | 540.00 | 1,242.00 |
| Rose Jorian L. | 5.80 | 755.00 | 4,379.00 |
| Total | 10.50 | | \$ 7,001.00 |

| Date | Name | Description | Hours | Amount |
|----------|------------------|---|-------|--------|
| 05/01/17 | Parrish Jimmy D. | Review issues regarding liquidating trust selection and carve out budget. | 0.40 | 216.00 |
| 05/01/17 | Parrish Jimmy D. | Talk with Ms. Phillips regarding post-confirmation carve out for claim litigation. | 0.10 | 54.00 |
| 05/01/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding plan and disclosure statement status. | 0.10 | 54.00 |
| 05/01/17 | Rose Jorian L. | Review comments to plan and disclosure statement from Mr. Beskow. | 0.80 | 604.00 |
| 05/02/17 | Goodman Eric R | Review order scheduling hearing on disclosure statement; communications regarding service of plan and disclosure statement to creditors and equity holders. | 0.40 | 212.00 |
| 05/02/17 | Parrish Jimmy D. | Talk with Mr. McGrath regarding disclosure statement hearing. | 0.10 | 54.00 |
| 05/03/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding disclosure statement hearing. | 0.10 | 54.00 |
| 05/04/17 | Rose Jorian L. | Emails with potential funders regarding NDAs and revised damages issues. | 0.50 | 377.50 |
| 05/04/17 | Rose Jorian L. | Email correspondence with Mr. Goodman and Ms. Unay providing access to plan | 0.60 | 453.00 |

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| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|--------|
| | | funders. | | |
| 05/05/17 | Rose Jorian L. | Emails and telephone calls to potential funders regarding NDA and background. | 0.60 | 453.00 |
| 05/05/17 | Rose Jorian L. | Telephone calls to potential investors regarding plan funding. | 0.80 | 604.00 |
| 05/08/17 | Goodman Eric R | Edit and revise ballot for solicitation of votes on chapter 11 plan of liquidation and draft email to local counsel regarding the same. | 1.00 | 530.00 |
| 05/08/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding status of plan and disclosure hearings. | 0.20 | 108.00 |
| 05/08/17 | Rose Jorian L. | Telephone conferences with directors regarding disclosure statement. | 0.50 | 377.50 |
| 05/09/17 | Goodman Eric R | Communications with local counsel regarding proposed ballot. | 0.10 | 53.00 |
| 05/09/17 | Rose Jorian L. | Email correspondence with Mr. Beskow and Board regarding plan and disclosure statement. | 0.40 | 302.00 |
| 05/22/17 | Parrish Jimmy D. | Talk with Mr. Tannenbaum regarding DOJ's disclosure statement concerns. | 0.50 | 270.00 |
| 05/23/17 | Parrish Jimmy D. | Review issues regarding Department of Environmental Protection disclosure concerns. | 0.40 | 216.00 |
| 05/25/17 | Green Elizabeth A. | Review issues regarding disclosure statement. | 0.90 | 585.00 |
| 05/30/17 | Parrish Jimmy D. | Review and revise DOJ proposed revision language for disclosure statement. | 0.20 | 108.00 |
| 05/30/17 | Parrish Jimmy D. | Talk with Mr. Tenenbaum regarding DOJ objection to disclosures and proposed language. | 0.20 | 108.00 |
| 05/30/17 | Rose Jorian L. | Telephone conference with potential funding party for liquidating trust. | 0.60 | 453.00 |
| 05/30/17 | Rose Jorian L. | Review US Trustee objection to disclosure | 0.60 | 453.00 |

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| Date | Name | Description | Hours | Amount |
|----------|----------------|--|--------------|-----------------|
| 05/31/17 | Rose Jorian L. | statement. Telephone conferences with Mr. McGrath regarding disclosure statement hearing. | 0.40 | 302.00 |
| | Total | | 10.50 | 7,001.00 |

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Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409525
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Plan of Reorganization

For professional services rendered through June 30, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 18,847.00

Remittance Copy

Please include this page with payment

Invoice No: 50409525

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
| Reference Invoice No: 50409525 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409525
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Plan of Reorganization

For professional services rendered through June 30, 2017

| | |
|---|--------------|
| Fees | \$ 18,847.00 |
| BALANCE FOR THIS INVOICE DUE BY 09/13/17 | \$ 18,847.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Dakota Plains Holdings, Inc.

Invoice Date:

08/14/17

Invoice Number:

50409525

Matter Number:

098445.000012

Page 3

Regarding: Plan of Reorganization

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Green Elizabeth A. | 5.10 | \$ 650.00 | \$ 3,315.00 |
| Parrish Jimmy D. | 0.80 | 540.00 | 432.00 |
| Rose Jorian L. | 20.00 | 755.00 | 15,100.00 |
| Total | 25.90 | | \$ 18,847.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|--------|
| 06/01/17 | Rose Jorian L. | Review disclosure statement filed by US Trustee and telephone conferences with Mr. McGrath. | 0.80 | 604.00 |
| 06/02/17 | Green Elizabeth A. | Review trust structure regarding Disclosure. | 0.50 | 325.00 |
| 06/02/17 | Green Elizabeth A. | Review and consider objections to Disclosure Statement. | 0.80 | 520.00 |
| 06/02/17 | Green Elizabeth A. | Review Plan and objections to Disclosure. | 0.90 | 585.00 |
| 06/02/17 | Rose Jorian L. | Telephone conference with Director regarding status of Plan. | 0.50 | 377.50 |
| 06/02/17 | Rose Jorian L. | Telephone conferences with counsel for SunTrust regarding disclosure statement issues. | 0.40 | 302.00 |
| 06/02/17 | Rose Jorian L. | Telephone conference with potential Plan Funders. | 0.50 | 377.50 |
| 06/05/17 | Green Elizabeth A. | Emails with Mark McGrath regarding disclosure. | 0.20 | 130.00 |
| 06/05/17 | Green Elizabeth A. | Telephone call with Alan Pope regarding Disclosure Statement | 0.30 | 195.00 |
| 06/05/17 | Green Elizabeth A. | Review Plan Support Agreement. | 0.50 | 325.00 |
| 06/05/17 | Rose Jorian L. | Telephone conferences with counsel for | 0.60 | 453.00 |

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Dakota Plains Holdings, Inc.

Invoice Date:

08/14/17

Invoice Number:

50409525

Matter Number:

098445.000012

Page 4

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| | | SunTrust regarding Plan revisions and subordination agreement. | | |
| 06/05/17 | Rose Jorian L. | Telephone conferences with Messrs. McGrath and Beskow regarding disclosure statement objection. | 0.50 | 377.50 |
| 06/05/17 | Rose Jorian L. | Review disclosure statement revisions per United States Trustee objection. | 0.70 | 528.50 |
| 06/06/17 | Green Elizabeth A. | Review PSA and issues regarding Plan. | 0.50 | 325.00 |
| 06/06/17 | Green Elizabeth A. | Review issues regarding objection to Disclosure Statement. | 0.90 | 585.00 |
| 06/06/17 | Parrish Jimmy D. | Talk with Mr. Tennenbaum regarding disclosure statement revisions and DOJ objection. | 0.20 | 108.00 |
| 06/06/17 | Parrish Jimmy D. | Review issues regarding disclosure revisions and DOJ objection. | 0.30 | 162.00 |
| 06/06/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding disclosure statement hearing. | 0.20 | 108.00 |
| 06/06/17 | Rose Jorian L. | Telephone conferences with Ms. Lane and Ms. Jones regarding filing of revised disclosure statement. | 0.40 | 302.00 |
| 06/06/17 | Rose Jorian L. | Telephone conferences with United States Trustee's office regarding disclosure statement comments. | 0.50 | 377.50 |
| 06/06/17 | Rose Jorian L. | Review and revise disclosure statement to resolve UST concerns as well as EPA comments. | 2.90 | 2,189.50 |
| 06/07/17 | Green Elizabeth A. | Review issues regarding disclosure statement. | 0.50 | 325.00 |
| 06/07/17 | Rose Jorian L. | Telephone conference with potential plan funder regarding claims issues and recovery. | 1.10 | 830.50 |
| 06/07/17 | Rose Jorian L. | Attend disclosure statement hearing telephonically. | 0.50 | 377.50 |

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Dakota Plains Holdings, Inc.

Invoice Date:

08/14/17

Invoice Number:

50409525

Matter Number:

098445.000012

Page 5

| Date | Name | Description | Hours | Amount |
|----------|----------------|---|-------|----------|
| 06/07/17 | Rose Jorian L. | Review and revise disclosure statement per comments from US Trustee's Office. | 1.70 | 1,283.50 |
| 06/07/17 | Rose Jorian L. | Telephone conferences to Messrs. McGrath, Fadlovich and counsel for SunTrust regarding revisions to disclosure statement. | 0.60 | 453.00 |
| 06/08/17 | Rose Jorian L. | Review and revise disclosure statement and Plan. | 1.40 | 1,057.00 |
| 06/08/17 | Rose Jorian L. | Telephone conference with potential plan funders regarding financing plan. | 0.70 | 528.50 |
| 06/09/17 | Rose Jorian L. | Telephone conference with Mr. Beskow regarding status of disclosure statement. | 0.50 | 377.50 |
| 06/09/17 | Rose Jorian L. | Email correspondence and telephone conferences with Board regarding status of disclosure statement and plan. | 0.50 | 377.50 |
| 06/09/17 | Rose Jorian L. | Telephone conferences and email correspondence with Ms. Lane and Ms. Jones regarding disclosure statement and confirmation hearing and service. | 0.80 | 604.00 |
| 06/09/17 | Rose Jorian L. | Email correspondence and review changes to disclosure statement and Plan. | 0.70 | 528.50 |
| 06/12/17 | Rose Jorian L. | Review draft ballot for plan. | 0.60 | 453.00 |
| 06/12/17 | Rose Jorian L. | Review revised disclosure statement and draft prior approval order. | 0.90 | 679.50 |
| 06/13/17 | Rose Jorian L. | Telephone conferences with directors regarding status of plan and disclosure statement. | 0.50 | 377.50 |
| 06/13/17 | Rose Jorian L. | Telephone conferences with Mr. Beskow regarding approval of disclosure statement and next steps. | 0.60 | 453.00 |
| 06/15/17 | Rose Jorian L. | Telephone conference with potential funder regarding financing for post-confirmation process. | 0.70 | 528.50 |
| 06/15/17 | Rose Jorian L. | Email correspondence with counsel for | 0.40 | 302.00 |

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| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409525
 Matter Number: 098445.000012
 Page 6

| Date | Name | Description | Hours | Amount |
|----------|------------------|---|--------------|------------------|
| | | SunTrust regarding disclosure statement changes. | | |
| 06/16/17 | Parrish Jimmy D. | Talk with Mr. Tennebaum regarding disclosure statement revisions. | 0.10 | 54.00 |
| | Total | | 25.90 | 18,847.00 |

Baker & Hostetler LLP

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| <i>Atlanta</i> <i>Houston</i> | <i>Chicago</i> <i>Los Angeles</i> | <i>Cincinnati</i> <i>New York</i> | <i>Cleveland</i> <i>Orlando</i> | <i>Columbus</i> <i>Philadelphia</i> | <i>Costa Mesa</i> <i>Seattle</i> | <i>Denver</i> <i>Washington, DC</i> |
|----------------------------------|--------------------------------------|--------------------------------------|------------------------------------|--|-------------------------------------|--|

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409533
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Plan of Reorganization**

For professional services rendered from July 1, 2017 through July 31, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 36,247.50

Remittance Copy

Please include this page with payment

Invoice No: 50409533

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
| Reference Invoice No: 50409533 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409533
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Plan of Reorganization**

For professional services rendered from July 1, 2017 through July 31, 2017

| | |
|---|---------------------|
| Fees | \$ 36,247.50 |
| BALANCE FOR THIS INVOICE DUE BY 09/13/17 | \$ 36,247.50 |

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Mesa Washington, DC

Dakota Plains Holdings, Inc.

Invoice Date:

08/14/17

Invoice Number:

50409533

Matter Number:

098445.000012

Page 3

Regarding: Plan of Reorganization

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|--------------|-------------|---------------------|
| Green Elizabeth A. | 3.70 | \$ 650.00 | \$ 2,405.00 |
| Parrish Jimmy D. | 1.90 | 540.00 | 1,026.00 |
| Rose Jorian L. | 21.30 | 755.00 | 16,081.50 |
| Layden Andrew V. | 10.50 | 340.00 | 3,570.00 |
| Day James W. | 21.50 | 570.00 | 12,255.00 |
| Lane Deanna L | 3.50 | 260.00 | 910.00 |
| Total | 62.40 | | \$ 36,247.50 |

| Date | Name | Description | Hours | Amount |
|-------------|----------------|--|--------------|---------------|
| 07/06/17 | Rose Jorian L. | Telephone conferences with Director regarding status of Plan issues. | 0.70 | 528.50 |
| 07/10/17 | Rose Jorian L. | Telephone conference and email correspondence with Mr. Beskow regarding budget and matters for confirmation. | 0.90 | 679.50 |
| 07/11/17 | Rose Jorian L. | Meeting with Mr. Day and provide documents regarding liquidating trust agreement draft. | 0.80 | 604.00 |
| 07/12/17 | Day James W. | Draft liquidating trust agreement; discuss same with Mr. Rose; review precedent transaction documents; review docket in case; review and cross reference plan of reorganization and disclosure statement with respect to liquidating trust provisions. | 5.70 | 3,249.00 |
| 07/13/17 | Day James W. | Draft and edit liquidating trust agreement; meeting with Mr. Rose regarding same; review and cross reference socket of case regarding same; research precedents with respect to trust governance provisions. | 3.80 | 2,166.00 |
| 07/13/17 | Rose Jorian L. | Review liquidating trust agreement and revise. | 1.10 | 830.50 |

Baker & Hostetler LLP

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| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
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Dakota Plains Holdings, Inc.

Invoice Date:

08/14/17

Invoice Number:

50409533

Matter Number:

098445.000012

Page 4

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| 07/14/17 | Day James W. | Revise trustee agreement in light of governance requirements. | 1.60 | 912.00 |
| 07/16/17 | Day James W. | Draft liquidating trust agreement. | 1.20 | 684.00 |
| 07/17/17 | Day James W. | Draft and edit liquidating trust agreement in light of comments from Mr. Rose regarding changes to governance provisions; research precedent governance provisions in similar agreements. | 3.60 | 2,052.00 |
| 07/17/17 | Parrish Jimmy D. | Review plan and confirmation status. | 0.70 | 378.00 |
| 07/17/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding Liquidating Trust documents. | 0.10 | 54.00 |
| 07/17/17 | Rose Jorian L. | Review and revise Liquidating Trust Agreement. | 1.90 | 1,434.50 |
| 07/18/17 | Green Elizabeth A. | Telephone call with Alan Pope regarding trust. | 0.30 | 195.00 |
| 07/18/17 | Rose Jorian L. | Telephone conference with counsel for SunTrust regarding Plan and Trust funding issues. | 0.50 | 377.50 |
| 07/18/17 | Rose Jorian L. | Review cash collateral budget prepared by Mr. Beskow. | 0.50 | 377.50 |
| 07/19/17 | Rose Jorian L. | Email correspondence with Mr. Pope regarding plan budget issues. | 0.20 | 151.00 |
| 07/20/17 | Day James W. | Draft plan supplement; revise liquidating trust agreement; correspondence with Mr. Rose regarding same; meeting with Mr. Rose regarding same. | 3.80 | 2,166.00 |
| 07/20/17 | Rose Jorian L. | Review and revise Liquidating Trust Agreement. | 1.70 | 1,283.50 |
| 07/20/17 | Rose Jorian L. | Telephone conferences with Director regarding status of plan confirmation. | 0.40 | 302.00 |
| 07/21/17 | Green Elizabeth A. | Review issues regarding liquidating trust. | 0.80 | 520.00 |
| 07/21/17 | Rose Jorian L. | Telephone conferences with Mr. Beskow | 0.40 | 302.00 |

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409533
 Matter Number: 098445.000012
 Page 5

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|----------|
| | | regarding revisions to confirmation budget for filing. | | |
| 07/21/17 | Rose Jorian L. | Review Plan and confirmation budget for filing. | 0.80 | 604.00 |
| 07/21/17 | Rose Jorian L. | Review and revise Liquidating Trust Agreement for filing. | 1.60 | 1,208.00 |
| 07/21/17 | Rose Jorian L. | Review plan supplement for confirmation. | 0.80 | 604.00 |
| 07/24/17 | Day James W. | Coordinate filing of plan supplement; correspondence with Messrs. Rose and Jones regarding same. | 1.80 | 1,026.00 |
| 07/24/17 | Green Elizabeth A. | Review trust agreement. | 0.30 | 195.00 |
| 07/24/17 | Layden Andrew V. | Review issues regarding service of solicitation package. | 0.50 | 170.00 |
| 07/24/17 | Rose Jorian L. | Review and revise post-confirmation budget for filing. | 1.80 | 1,359.00 |
| 07/24/17 | Rose Jorian L. | Review and revise plan supplement. | 0.60 | 453.00 |
| 07/25/17 | Parrish Jimmy D. | Review status of trust agreement under plan. | 0.40 | 216.00 |
| 07/25/17 | Rose Jorian L. | Telephone conferences with potential liquidating trustee regarding work to be performed. | 0.80 | 604.00 |
| 07/25/17 | Rose Jorian L. | Email correspondence with SunTrust counsel regarding revisions to liquidating trust. | 0.60 | 453.00 |
| 07/25/17 | Rose Jorian L. | Telephone conferences with directors regarding status of confirmation and documents. | 0.60 | 453.00 |
| 07/26/17 | Green Elizabeth A. | Review confirmation standards and potential for affidavit. | 0.70 | 455.00 |
| 07/26/17 | Green Elizabeth A. | Review issue related to confirmation hearing. | 0.70 | 455.00 |
| 07/26/17 | Green Elizabeth A. | Emails with Jordi Guso regarding | 0.30 | 195.00 |

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409533
 Matter Number: 098445.000012
 Page 6

| Date | Name | Description | Hours | Amount |
|--------------|--------------------|---|--------------|------------------|
| | | confirmation order. | | |
| 07/26/17 | Green Elizabeth A. | Review issues regarding voting. | 0.60 | 390.00 |
| 07/26/17 | Parrish Jimmy D. | Review plan documents and confirmation status. | 0.70 | 378.00 |
| 07/27/17 | Lane Deanna L. | Receipt of 3 cast ballots; sending same to Mr. Rose, Ms. Green, Mr. Parrish and Mr. Layden | 0.10 | 26.00 |
| 07/27/17 | Rose Jorian L. | Review ballots to date and plan classes. | 0.50 | 377.50 |
| 07/27/17 | Rose Jorian L. | Telephone conferences with Trustee and Mr. Beskow and emails with SunTrust regarding Trustee compensation. | 1.40 | 1,057.00 |
| 07/28/17 | Lane Deanna L. | Review of plan and disclosure statement in order to draft Confirmation Affidavit and Ballot Tabulation; drafting same | 3.00 | 780.00 |
| 07/28/17 | Layden Andrew V. | Review issues regarding and draft Confirmation Affidavit of Marty Beskow. | 4.70 | 1,598.00 |
| 07/28/17 | Rose Jorian L. | Telephone conferences with Mr. Allen regarding damages issues and claims. | 0.40 | 302.00 |
| 07/28/17 | Rose Jorian L. | Review and revise Liquidating Trust Agreement. | 1.70 | 1,283.50 |
| 07/31/17 | Lane Deanna L. | Finalizing ballot tabulation after voting deadline | 0.40 | 104.00 |
| 07/31/17 | Layden Andrew V. | Review issues regarding and draft Confirmation Order. | 5.30 | 1,802.00 |
| 07/31/17 | Rose Jorian L. | Email correspondence with Mr. Layden regarding revisions to confirmation affidavit. | 0.60 | 453.00 |
| Total | | | 62.40 | 36,247.50 |

Baker & Hostetler LLP

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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410041
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Plan of Reorganization

For professional services rendered from August 1, 2017 through August 13, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 12,856.50

Remittance Copy

Please include this page with payment

Invoice No: 50410041

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|---|---|
| <p>Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189</p> | <p>FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u></p> |
| <p>Reference Invoice No: 50410041</p> | <p>Email the "Remittance Copy" to bakerlockbox@bakerlaw.com</p> |

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410041
B&H File Number: 10659/098445/000012
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Plan of Reorganization

For professional services rendered from August 1, 2017 through August 13, 2017

| | | |
|---|----|------------------|
| Fees | \$ | 12,856.50 |
| BALANCE FOR THIS INVOICE DUE BY 09/13/17 | \$ | 12,856.50 |

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50410041
 Matter Number: 098445.000012
 Page 3

Regarding: Plan of Reorganization

Matter Number: 098445.000012

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Green Elizabeth A. | 7.80 | \$ 650.00 | \$ 5,070.00 |
| Parrish Jimmy D. | 1.00 | 540.00 | 540.00 |
| Rose Jorian L. | 0.00 | 0.00 | 0.00 |
| Rose Jorian L. | 6.70 | 755.00 | 5,058.50 |
| Layden Andrew V. | 4.60 | 340.00 | 1,564.00 |
| Lane Deanna L | 2.40 | 260.00 | 624.00 |
| Total | 22.50 | | \$ 12,856.50 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|----------|
| 08/01/17 | Layden Andrew V. | Continue drafting confirmation affidavit and circulate to interested parties for review/comment. | 1.20 | 408.00 |
| 08/01/17 | Layden Andrew V. | Continue drafting confirmation order and circulate to interested parties for review/comment. | 1.70 | 578.00 |
| 08/01/17 | Rose Jorian L. | Email correspondence with Messrs. Layden and Beskow regarding confirmation order. | 0.40 | 302.00 |
| 08/01/17 | Rose Jorian L. | Review and revise confirmation affidavit for Liquidating Trustee issues. | 0.80 | 604.00 |
| 08/02/17 | Green Elizabeth A. | Review confirmation affidavit and outline argument. | 0.90 | 585.00 |
| 08/02/17 | Green Elizabeth A. | Meeting with Marty Beskow regarding confirmation. | 2.50 | 1,625.00 |
| 08/02/17 | Lane Deanna L | Edit, finalize and e-file Ballot Tabulation | 0.50 | 130.00 |
| 08/02/17 | Lane Deanna L | Preparing Notice of Filing Confirmation Affidavit | 0.10 | 26.00 |
| 08/02/17 | Lane Deanna L | Edit and e-file Confirmation Affidavit of | 0.20 | 52.00 |

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| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50410041
 Matter Number: 098445.000012
 Page 4

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| | | Marty Beskow | | |
| 08/02/17 | Layden Andrew V. | Review issues regarding finalizing confirmation affidavit and ballot tabulation for filings, and other issues relating to confirmation. | 1.30 | 442.00 |
| 08/02/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding confirmation preparation. | 0.40 | 216.00 |
| 08/02/17 | Rose Jorian L. | Review revised confirmation order. | 0.80 | 604.00 |
| 08/02/17 | Rose Jorian L. | Email correspondence with SunTrust's counsel regarding revisions to Liquidating Trust agreement. | 0.50 | 377.50 |
| 08/02/17 | Rose Jorian L. | Emails to Mr. McGrath regarding confirmation of Plan. | 0.40 | 302.00 |
| 08/03/17 | Green Elizabeth A. | Attend confirmation hearing. | 0.60 | 390.00 |
| 08/03/17 | Green Elizabeth A. | Review confirmation issues regarding IRS. | 0.90 | 585.00 |
| 08/03/17 | Green Elizabeth A. | Meeting with Marty Beskow regarding confirmation. | 2.90 | 1,885.00 |
| 08/03/17 | Layden Andrew V. | Review issues regarding requested revisions to confirmation order. | 0.40 | 136.00 |
| 08/03/17 | Parrish Jimmy D. | Talk with Mr. Guso regarding confirmation hearing and World Fuel confirmation order comments. | 0.20 | 108.00 |
| 08/03/17 | Parrish Jimmy D. | Impacts of unresolved IRS claim on confirmation alternatives. | 0.40 | 216.00 |
| 08/03/17 | Rose Jorian L. | Travel back from hearing on confirmation of plan (1/2 time). | 0.00 | 0.00 |
| 08/03/17 | Rose Jorian L. | Meeting with Mr. Beskow and team regarding confirmation hearing and claims issues. | 2.40 | 1,812.00 |
| 08/03/17 | Rose Jorian L. | Review and revise Liquidating Trust Agreement for final approval. | 0.70 | 528.50 |
| 08/04/17 | Lane Deanna L | Preparing a Notice of Filing of Proposed | 0.80 | 208.00 |

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Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50410041
 Matter Number: 098445.000012
 Page 5

| Date | Name | Description | Hours | Amount |
|--------------|----------------|---|--------------|------------------|
| | | Confirmation Order; attempting to file same in ND; conversation with judge's clerk and local counsel regarding filing of same and being informed that same cannot be filed in this jurisdiction | | |
| 08/04/17 | Lane Deanna L. | Drafting Notice of Rescheduled Confirmation Hearing; e-filing and serving to all creditors | 0.80 | 208.00 |
| 08/04/17 | Rose Jorian L. | Email correspondence and telephone conferences with Board of Directors regarding confirmation status and budgeting issues. | 0.70 | 528.50 |
| Total | | | 22.50 | 12,856.50 |

Baker & Hostetler LLP

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394927
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Claims**

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 4,515.00

Remittance Copy

Please include this page with payment

Invoice No: 50394927

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
| Reference Invoice No: 50394927 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394927
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Claims**

For professional services rendered from January 1, 2017 through January 31, 2017

Fees \$ **4,515.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **4,515.00**

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: **Claims**

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|--------------------|-------------|-----------|--------------------|
| Goodman Eric R | 0.10 | \$ 530.00 | \$ 53.00 |
| Green Elizabeth A. | 1.10 | 650.00 | 715.00 |
| Parrish Jimmy D. | 0.30 | 540.00 | 162.00 |
| Rose Jorian L. | 1.80 | 755.00 | 1,359.00 |
| Ozturk Ferve E. | 4.20 | 530.00 | 2,226.00 |
| Total | 7.50 | | \$ 4,515.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|--------|
| 01/09/17 | Ozturk Ferve E. | Review third-party complaint and prepare email to Ms. Green and others summarizing claims. | 0.80 | 424.00 |
| 01/09/17 | Ozturk Ferve E. | Review third-party complaint against debtor to determine direct and derivative claims. | 0.20 | 106.00 |
| 01/10/17 | Ozturk Ferve E. | Review third-party complaint against debtor to determine direct and derivative claims. | 1.70 | 901.00 |
| 01/11/17 | Rose Jorian L. | Review payment issue for EPA and email Mr. Beskow. | 0.40 | 302.00 |
| 01/12/17 | Rose Jorian L. | Review for World Fuel sublease agreements and telephone conference with Ms. Green regarding same. | 0.30 | 226.50 |
| 01/13/17 | Goodman Eric R | Communications with Ms. Green regarding claims bar date and related matters. | 0.10 | 53.00 |
| 01/16/17 | Green Elizabeth A. | Review claims regarding restitution related to SEC. | 0.40 | 260.00 |
| 01/16/17 | Green Elizabeth A. | Telephone call with David Brown regarding SEC claims. | 0.30 | 195.00 |
| 01/17/17 | Ozturk Ferve E. | Review third-party action and summarize | 1.50 | 795.00 |

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| Date | Name | Description | Hours | Amount |
|--------------|--------------------|---|-------------|-----------------|
| | | strategy in email to Mr. Rose and others. | | |
| 01/19/17 | Rose Jorian L. | Telephone conferences with Mr. Beskow regarding payoff of installment contracts. | 0.70 | 528.50 |
| 01/23/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding World Fuel claims. | 0.10 | 54.00 |
| 01/23/17 | Parrish Jimmy D. | Talk with Mr. Thornton regarding testimony regarding World Fuel claims. | 0.20 | 108.00 |
| 01/24/17 | Rose Jorian L. | Telephone conferences with counsel for Canadian Pacific regarding cure claim issue. | 0.40 | 302.00 |
| 01/26/17 | Green Elizabeth A. | Review SEC claim status. | 0.40 | 260.00 |
| Total | | | 7.50 | 4,515.00 |

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394938
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Claims**

For professional services rendered from February 1, 2017 through February 28, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 12,031.00

Remittance Copy

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Invoice No: 50394938

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Reference Invoice No:
50394938

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394938
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Claims**

For professional services rendered from February 1, 2017 through February 28, 2017

Fees \$ **12,031.00**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **12,031.00**

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Washington, DC

Regarding: **Claims**

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Brown, David K. | 0.80 | \$ 625.00 | \$ 500.00 |
| Cohen Dennis O | 0.20 | 640.00 | 128.00 |
| Green Elizabeth A. | 2.60 | 650.00 | 1,690.00 |
| Parrish Jimmy D. | 2.20 | 540.00 | 1,188.00 |
| Rose Jorian L. | 7.10 | 755.00 | 5,360.50 |
| Esmont Joseph M. | 4.90 | 355.00 | 1,739.50 |
| Allen Brian F. | 2.50 | 570.00 | 1,425.00 |
| Total | 20.30 | | \$ 12,031.00 |

| Date | Name | Description | Hours | Amount |
|----------|------------------|---|-------|--------|
| 02/01/17 | Esmont Joseph M. | Confer with Mr. Cohen regarding Debtors' claims. | 0.30 | 106.50 |
| 02/02/17 | Rose Jorian L. | Review summary of claims regarding SEC violations and security claims by Ms. Ozturk and telephone conference with Mr. Esmont regarding estate claims. | 0.90 | 679.50 |
| 02/03/17 | Cohen Dennis O | Internal discussion with Mr. Esmont and Mr. Allen regarding potential claims of debtor. | 0.20 | 128.00 |
| 02/03/17 | Esmont Joseph M. | Confer with Mr. Cohen regarding Debtor's litigation claims. | 0.30 | 106.50 |
| 02/03/17 | Rose Jorian L. | Review and revise draft stipulation for Canadian Pacific. | 0.90 | 679.50 |
| 02/06/17 | Allen Brian F. | Confer with Mr. Esmont regarding claims that may be asserted by client against Mr. Gilbertson and Mr. Reger. | 0.80 | 456.00 |
| 02/06/17 | Esmont Joseph M. | Confer with Mr. Allen regarding potential claims against Reger and Gilbertson. | 0.40 | 142.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|----------|
| 02/06/17 | Rose Jorian L. | Telephone conferences with counsel for EPA regarding notice of Chapter 11 and review government notices. | 0.60 | 453.00 |
| 02/06/17 | Rose Jorian L. | Review and revise stipulation with Canadian Pacific regarding claims resolution. | 1.60 | 1,208.00 |
| 02/07/17 | Esmont Joseph M. | Analysis of potential Claims against founders, including call to Mr. Allen and calls with Mr. Rose. | 1.50 | 532.50 |
| 02/09/17 | Parrish Jimmy D. | Review issues regarding SEC claims. | 1.00 | 540.00 |
| 02/10/17 | Esmont Joseph M. | Analyze claims regarding Reger and Gilbertson (1.9); confirm analysis matches with Mr. Allen's experience (.2); advise Mr. Rose regarding the same (.3). | 2.40 | 852.00 |
| 02/10/17 | Green Elizabeth A. | Review issues regarding SEC claims to be transferred to trust and analysis of same. | 0.80 | 520.00 |
| 02/10/17 | Parrish Jimmy D. | Review issues regarding valuation of SEC claims. | 0.80 | 432.00 |
| 02/10/17 | Rose Jorian L. | Telephone conferences with Messrs. Esmont, Pope, Parrish and Ms. Green regarding remaining claims against founders. | 0.80 | 604.00 |
| 02/13/17 | Brown, David K. | Review SEC and founder claims issues. | 0.80 | 500.00 |
| 02/13/17 | Rose Jorian L. | Review analysis from Mr. Beskow for paying property taxes. | 0.60 | 453.00 |
| 02/14/17 | Rose Jorian L. | Review summary from Mr. Esmont regarding potential claims against founders. | 0.60 | 453.00 |
| 02/14/17 | Rose Jorian L. | Telephone conferences with Mr. Allen regarding value of claims against founders. | 0.30 | 226.50 |
| 02/16/17 | Allen Brian F. | Prepare for and participate in call with representatives of SunTrust Bank regarding potential claims against founders. | 1.50 | 855.00 |
| 02/16/17 | Green Elizabeth A. | Review SEC and Gilbertson's/Rigor claims and analyze issues related to claims. | 0.90 | 585.00 |

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| Date | Name | Description | Hours | Amount |
|--------------|--------------------|--|--------------|------------------|
| 02/16/17 | Rose Jorian L. | Preparation call and call with Sun Trust regarding value of claims against founders. | 0.80 | 604.00 |
| 02/17/17 | Green Elizabeth A. | Call with ST regarding claims. | 0.60 | 390.00 |
| 02/20/17 | Allen Brian F. | Read and respond to email from Mr. Rose regarding documents to be preserved for civil litigation for potential claims in the above matter. | 0.20 | 114.00 |
| 02/22/17 | Parrish Jimmy D. | Review issues regarding post-closing distributions to claim holders. | 0.30 | 162.00 |
| 02/22/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding post-closing distributions to claim holders. | 0.10 | 54.00 |
| 02/25/17 | Green Elizabeth A. | Review Proof of Claim draft from Jordi Guso. | 0.30 | 195.00 |
| Total | | | 20.30 | 12,031.00 |

Baker&Hostetler LLP

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394952
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Claims

For professional services rendered from March 1, 2017 through March 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 5,365.90

Remittance Copy

Please include this page with payment

Invoice No: 50394952

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
| Reference Invoice No: 50394952 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394952
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Claims**

For professional services rendered from March 1, 2017 through March 31, 2017

| | | |
|-------------|----|-----------------|
| Fees | \$ | 5,364.00 |
|-------------|----|-----------------|

Expenses and Other Charges

| | | |
|-------------------------------------|-------|-------------|
| Electronic Court Fees (E112) | <hr/> | 1.90 |
|-------------------------------------|-------|-------------|

| | | |
|-----------------------|----|-------------|
| Total Expenses | \$ | 1.90 |
|-----------------------|----|-------------|

| | | |
|---|----|-----------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 5,365.90 |
|---|----|-----------------|

Baker&Hostetler LLP

Atlanta
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Chicago
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Orlando

Columbus
Philadelphia

Costa Mesa
Seattle

Denver
Washington, DC

Regarding: **Claims**

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|--------------------|-------------|-----------|--------------------|
| Green Elizabeth A. | 1.70 | \$ 650.00 | \$ 1,105.00 |
| Rose Jorian L. | 5.00 | 755.00 | 3,775.00 |
| Layden Andrew V. | 0.20 | 340.00 | 68.00 |
| Lane Deanna L | 1.60 | 260.00 | 416.00 |
| Total | 8.50 | | \$ 5,364.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|--------|
| 03/02/17 | Green Elizabeth A. | Review issues regarding administrative claim bar date. | 0.30 | 195.00 |
| 03/02/17 | Green Elizabeth A. | Review claim filed by IRS and follow up with company regarding the claim. | 0.50 | 325.00 |
| 03/02/17 | Layden Andrew V. | Review IRS claim and basis therefor. | 0.20 | 68.00 |
| 03/02/17 | Rose Jorian L. | Telephone conferences with Mr. Beskow and Ms. Green regarding IRS claim. | 0.60 | 453.00 |
| 03/02/17 | Rose Jorian L. | Telephone conferences with Mr. Beskow regarding executory contract motion comments. | 0.40 | 302.00 |
| 03/02/17 | Rose Jorian L. | Review schedules and company-related files for remaining executory contracts to be included in rejection motion. | 0.70 | 528.50 |
| 03/02/17 | Rose Jorian L. | Review and revise draft motion to reject remaining executory contracts. | 0.90 | 679.50 |
| 03/03/17 | Rose Jorian L. | Telephone conferences with directors and Mr. Brown regarding remaining claims issue for estate. | 0.40 | 302.00 |
| 03/16/17 | Rose Jorian L. | Telephone conferences with potential parties for funding liquidating trust | 0.80 | 604.00 |

Baker&Hostetler LLP

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------------|-----------------|
| | | regarding potential claims. | | |
| 03/20/17 | Green Elizabeth A. | Review issues regarding non-contingent filed claims. | 0.90 | 585.00 |
| 03/21/17 | Rose Jorian L. | Telephone conferences with Mr. Allen regarding potential claims issues with founders. | 0.30 | 226.50 |
| 03/23/17 | Rose Jorian L. | Telephone conference with Mr. Allen regarding US Attorney request for information relating to Gilbertson. | 0.40 | 302.00 |
| 03/23/17 | Rose Jorian L. | Review articles on indictment of Gilbertson for potential claim issues. | 0.50 | 377.50 |
| 03/28/17 | Lane Deanna L | Preparing a claims spreadsheet for all claims filed to date in all seven (7) cases | 1.60 | 416.00 |
| | Total | | 8.50 | 5,364.00 |

Expenses and Other Charges

| | | |
|--|----------------|----------------|
| 03/31/17 | PACER 98445.13 | 1.50 |
| 03/31/17 | PACER 98445.13 | 0.40 |
| Subtotal - Electronic Court Fees (E112) | | 1.90 |
| | Total | \$ 1.90 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394960
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Claims**

For professional services rendered from April 1, 2017 through April 30, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 2,647.00

Remittance Copy

Please include this page with payment

Invoice No: 50394960

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Reference Invoice No:
50394960

Email the "Remittance Copy" to
bakerlockbox@bakerlaw.com

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394960
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Claims**

For professional services rendered from April 1, 2017 through April 30, 2017

| | | |
|-------------|-----------|-----------------|
| Fees | \$ | 2,647.00 |
|-------------|-----------|-----------------|

| | | |
|---|-----------|-----------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 2,647.00 |
|---|-----------|-----------------|

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Regarding: **Claims**

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|------------------|-------------|-----------|--------------------|
| Parrish Jimmy D. | 0.70 | \$ 540.00 | \$ 378.00 |
| Rose Jorian L. | 2.30 | 755.00 | 1,736.50 |
| Esmont Joseph M. | 1.50 | 355.00 | 532.50 |
| Total | 4.50 | | \$ 2,647.00 |

| Date | Name | Description | Hours | Amount |
|--------------|------------------|--|-------------|--------------------|
| 04/04/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding Dearduff litigation. | 0.20 | 108.00 |
| 04/04/17 | Parrish Jimmy D. | Review issues regarding Dearduff litigation and notice of Dakota chapter 11. | 0.50 | 270.00 |
| 04/13/17 | Rose Jorian L. | Send documents summarizing settlement to Mr. Cohen for district court for status report. | 0.40 | 302.00 |
| 04/13/17 | Rose Jorian L. | Telephone conferences with Mr. Cohen regarding District Court litigation for World Fuel. | 0.30 | 226.50 |
| 04/19/17 | Rose Jorian L. | Review district court status report and World Fuel withdrawal. | 0.50 | 377.50 |
| 04/26/17 | Esmont Joseph M. | Review and comment on memorandum regarding potential claims. | 1.50 | 532.50 |
| 04/28/17 | Rose Jorian L. | Review letter to SEC prepared by Mr. Allen regarding claims. | 1.10 | 830.50 |
| Total | | | 4.50 | \$ 2,647.00 |

Baker&Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394970
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Claims**

For professional services rendered from May 1, 2017 through May 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 841.50

Remittance Copy

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Invoice No: 50394970

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Reference Invoice No:
50394970

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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394970
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Claims**

For professional services rendered from May 1, 2017 through May 31, 2017

| | | |
|-------------|-----------|---------------|
| Fees | \$ | 841.50 |
|-------------|-----------|---------------|

| | | |
|---|-----------|---------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 841.50 |
|---|-----------|---------------|

Baker&Hostetler LLP

| | | | | | | |
|----------------------------------|--------------------------------------|--------------------------------------|------------------------------------|--|-------------------------------------|--|
| <i>Atlanta</i> <i>Houston</i> | <i>Chicago</i> <i>Los Angeles</i> | <i>Cincinnati</i> <i>New York</i> | <i>Cleveland</i> <i>Orlando</i> | <i>Columbus</i> <i>Philadelphia</i> | <i>Costa Mesa</i> <i>Seattle</i> | <i>Denver</i> <i>Washington, DC</i> |
|----------------------------------|--------------------------------------|--------------------------------------|------------------------------------|--|-------------------------------------|--|

Regarding: **Claims**

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|------------------|-------------|-----------|------------------|
| Parrish Jimmy D. | 0.30 | \$ 540.00 | \$ 162.00 |
| Rose Jorian L. | 0.90 | 755.00 | 679.50 |
| Total | 1.20 | | \$ 841.50 |

| Date | Name | Description | Hours | Amount |
|----------|------------------|---|-------------|---------------|
| 05/01/17 | Rose Jorian L. | Review summary of damages from Mr. Esmont and draft SEC letter. | 0.90 | 679.50 |
| 05/08/17 | Parrish Jimmy D. | Talk with Mr. Greenberg regarding Dakota plaintiff claims. | 0.30 | 162.00 |
| | Total | | 1.20 | 841.50 |

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409524
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Claims

For professional services rendered through June 30, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 5,991.00

Remittance Copy

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Invoice No: 50409524

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Reference Invoice No:
50409524

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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409524
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Claims

For professional services rendered through June 30, 2017

| | | |
|---|----|-----------------|
| Fees | \$ | 5,962.00 |
| Expenses and Other Charges | | |
| Electronic Court Fees (E112) | | 29.00 |
| Total Expenses | \$ | 29.00 |
| BALANCE FOR THIS INVOICE DUE BY 09/13/17 | \$ | 5,991.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Mesa Seattle Washington, DC

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409524
 Matter Number: 098445.000013
 Page 3

Regarding: **Claims**

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|------------------|-------------|-----------|--------------------|
| Parrish Jimmy D. | 1.30 | \$ 540.00 | \$ 702.00 |
| Rose Jorian L. | 4.40 | 755.00 | 3,322.00 |
| Allen Brian F. | 3.40 | 570.00 | 1,938.00 |
| Total | 9.10 | | \$ 5,962.00 |

| Date | Name | Description | Hours | Amount |
|----------|------------------|--|-------|--------|
| 06/02/17 | Allen Brian F. | Confer with Mr. Rose and Mr. Bescow regarding proposed letter to the SEC requesting restitution. | 0.40 | 228.00 |
| 06/02/17 | Rose Jorian L. | Email correspondence with Mr. Beskow and telephone conference with Mr. Allen regarding status of claims issue and SEC. | 0.50 | 377.50 |
| 06/06/17 | Allen Brian F. | Confer with Mr. Rose regarding the above matter. | 0.30 | 171.00 |
| 06/07/17 | Allen Brian F. | Call with Mr. Rose regarding claims against Mr. Gilbertson. | 1.00 | 570.00 |
| 06/14/17 | Allen Brian F. | Confer with Mr. Rose regarding TDI research report. | 0.50 | 285.00 |
| 06/14/17 | Rose Jorian L. | Telephone conference with Mr. Allen and email correspondence with counsel to TDI regarding assertion of privilege. | 0.40 | 302.00 |
| 06/14/17 | Rose Jorian L. | Review potentially privileged report for attorney-client issues. | 0.40 | 302.00 |
| 06/14/17 | Rose Jorian L. | Telephone conference from counsel from TDI regarding subpoena for potentially privileged report. | 0.40 | 302.00 |
| 06/16/17 | Parrish Jimmy D. | Talk with counsel for Ally bank regarding stay relief request. | 0.50 | 270.00 |

Baker&Hostetler LLP

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|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

Dakota Plains Holdings, Inc.

Invoice Date:

08/14/17

Invoice Number:

50409524

Matter Number:

098445.000013

Page 4

| Date | Name | Description | Hours | Amount |
|--------------|------------------|---|-------------|-----------------|
| 06/16/17 | Parrish Jimmy D. | Talk iwth Mr. Beskow regarding Ally stay relief request. | 0.30 | 162.00 |
| 06/16/17 | Parrish Jimmy D. | Review issues regarding Ally claims and stay relief request. | 0.50 | 270.00 |
| 06/20/17 | Rose Jorian L. | Email correspondence with counsel for TDI regarding privilege issue for subpoena. | 0.40 | 302.00 |
| 06/23/17 | Rose Jorian L. | Email correspondence with counsel for TDI regarding attorney-client issues. | 0.50 | 377.50 |
| 06/26/17 | Rose Jorian L. | Review individual financials prepared in connection with potential recoveries. | 1.20 | 906.00 |
| 06/29/17 | Allen Brian F. | Review objections and response to subpoena served on TD International, confer with Mr. Rose regarding same. | 0.60 | 342.00 |
| 06/29/17 | Rose Jorian L. | Email correspondence and telephone conferences with counsel for TDI regarding privilege issue. | 0.60 | 453.00 |
| 06/30/17 | Allen Brian F. | Confer with counsel for Mr. Gilbertson regarding subpoena, compose email to Mr. Rose regarding same. | 0.60 | 342.00 |
| Total | | | 9.10 | 5,962.00 |

Expenses and Other Charges

| | | |
|----------|--|------------------------|
| 06/30/17 | PACER 98445.7 | <u>29.00</u> |
| | Subtotal - Electronic Court Fees (E112) | <u>29.00</u> |
| | Total | \$ <u>29.00</u> |

Baker & Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409532
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Claims

For professional services rendered from July 1, 2017 through July 31, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 15,901.00

Remittance Copy

Please include this page with payment

Invoice No: **50409532**

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
| Reference Invoice No: 50409532 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50409532
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Claims

For professional services rendered from July 1, 2017 through July 31, 2017

| | | |
|---|----|------------------|
| Fees | \$ | 15,901.00 |
| BALANCE FOR THIS INVOICE DUE BY 09/13/17 | \$ | 15,901.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409532
 Matter Number: 098445.000013
 Page 3

Regarding: Claims

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Green Elizabeth A. | 1.30 | \$ 650.00 | \$ 845.00 |
| Rose Jorian L. | 9.00 | 755.00 | 6,795.00 |
| Allen Brian F. | 13.90 | 570.00 | 7,923.00 |
| Lane Deanna L | 1.30 | 260.00 | 338.00 |
| Total | 25.50 | | \$ 15,901.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|--------|
| 07/03/17 | Green Elizabeth A. | Review issues regarding Gilbertson request. | 0.70 | 455.00 |
| 07/03/17 | Rose Jorian L. | Email correspondence with Mr. Allen and counsel for TDI regarding attorney-client issues and review engagement letter. | 0.80 | 604.00 |
| 07/05/17 | Allen Brian F. | Confer with Mr. Brown and Mr. Rose regarding subpoena to TD International. | 0.30 | 171.00 |
| 07/05/17 | Rose Jorian L. | Telephone conference with Mr. Allen regarding attorney-client privilege issue with Gilbertson. | 0.50 | 377.50 |
| 07/07/17 | Allen Brian F. | Prepare for and respond to counsel for Mr. Gilbertson regarding subpoena to TD International. | 0.80 | 456.00 |
| 07/12/17 | Allen Brian F. | Confer with Mr. Rose and Mr. Beskow regarding damages. | 0.60 | 342.00 |
| 07/12/17 | Rose Jorian L. | Telephone conferences with Mr. Beskow regarding damages calculation for insider claims. | 0.60 | 453.00 |
| 07/13/17 | Allen Brian F. | Prepare for and confer with Mr. Rose and Mr. Beskow regarding damages. | 1.30 | 741.00 |

Baker & Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409532
 Matter Number: 098445.000013
 Page 4

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| 07/13/17 | Rose Jorian L. | Conference calls with Mr. Beskow regarding damages analysis for insider claims. | 1.20 | 906.00 |
| 07/13/17 | Rose Jorian L. | Review damages calculation spreadsheet prepared by prior finance employees. | 0.90 | 679.50 |
| 07/14/17 | Allen Brian F. | Confer with counsel for TD International and review documents responsive to subpoena. | 1.00 | 570.00 |
| 07/14/17 | Rose Jorian L. | Review preference analysis from Mr. Beskow. | 0.90 | 679.50 |
| 07/14/17 | Rose Jorian L. | Review spreadsheet regarding analysis of potential claims regarding claims for SEC. | 1.40 | 1,057.00 |
| 07/17/17 | Allen Brian F. | Review documents and confer with Mr. Brown regard privileged documents in the procession of TD International. | 1.00 | 570.00 |
| 07/17/17 | Lane Deanna L. | Updating claims spreadsheet with new and amended claims filed since last update | 0.80 | 208.00 |
| 07/17/17 | Rose Jorian L. | Conference calls with Messrs. Brown and Allen regarding privilege issues and damages. | 0.60 | 453.00 |
| 07/19/17 | Allen Brian F. | Confer with Mr. Rose regarding damages for application to the SEC. | 0.30 | 171.00 |
| 07/19/17 | Green Elizabeth A. | Review issues regarding SEC. | 0.60 | 390.00 |
| 07/19/17 | Rose Jorian L. | Telephone conferences with Messrs. Thornton and Beskow regarding damage issues for claims. | 0.60 | 453.00 |
| 07/20/17 | Allen Brian F. | Prepare privilege log for documents in TD International's possession, send to counsel for TD International. | 2.00 | 1,140.00 |
| 07/20/17 | Allen Brian F. | Confer with Mr. Rose regarding privilege documents in the procession of TD International | 0.80 | 456.00 |
| 07/20/17 | Lane Deanna L. | Continuation of the downloading and reviewing of filed claims; updated claims | 0.50 | 130.00 |

Baker&Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50409532
 Matter Number: 098445.000013
 Page 5

| Date | Name | Description | Hours | Amount |
|--------------|----------------|--|--------------|------------------|
| | | spreadsheet | | |
| 07/20/17 | Rose Jorian L. | Telephone conferences with Mr. Allen regarding attorney-client privilege issue. | 0.50 | 377.50 |
| 07/25/17 | Allen Brian F. | Review damage calculations and supporting documents for use in SEC request letter, confer with Mr. Rose regarding same. | 1.70 | 969.00 |
| 07/25/17 | Allen Brian F. | Read and respond to email from counsel for TD International regarding subpoena from Mr. Gilbertson. | 0.50 | 285.00 |
| 07/25/17 | Rose Jorian L. | Telephone conferences with Mr. Allen regarding issues with claims against insiders and evidence. | 0.60 | 453.00 |
| 07/27/17 | Rose Jorian L. | Email correspondence and telephone conferences with counsel for Canadian Pacific regarding claims. | 0.40 | 302.00 |
| 07/28/17 | Allen Brian F. | Read and respond to email from counsel for TD International concerning subpoena from Mr. Gilbertson. | 0.30 | 171.00 |
| 07/28/17 | Allen Brian F. | Review supporting documents provided by client in support of application to the SEC for restitution. | 2.30 | 1,311.00 |
| 07/31/17 | Allen Brian F. | Read and respond to email from Mr. Rose regarding proposed letter to SEC, revise letter and confer with client regarding same. | 1.00 | 570.00 |
| Total | | | 25.50 | 15,901.00 |

Baker & Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410042
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Claims

For professional services rendered from August 1, 2017 through August 13, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 9,337.00

Remittance Copy

Please include this page with payment

Invoice No: 50410042

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
| Reference Invoice No: 50410042 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410042
B&H File Number: 10659/098445/000013
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Claims

For professional services rendered from August 1, 2017 through August 13, 2017

| | | |
|--|----|----------|
| Fees | \$ | 9,337.00 |
| BALANCE FOR THIS INVOICE DUE BY 09/13/17 | \$ | 9,337.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: Claims

Matter Number: 098445.000013

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|--------------------|
| Green Elizabeth A. | 1.90 | \$ 650.00 | \$ 1,235.00 |
| Parrish Jimmy D. | 7.20 | 540.00 | 3,888.00 |
| Allen Brian F. | 6.80 | 570.00 | 3,876.00 |
| Lane Deanna L | 1.30 | 260.00 | 338.00 |
| Total | 17.20 | | \$ 9,337.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|----------|
| 08/02/17 | Allen Brian F. | Revise and edit proposed letter to the SEC based on comments from client. Confer with client regarding same. | 2.10 | 1,197.00 |
| 08/03/17 | Allen Brian F. | Read and respond to email from Mr. Beskow and Ms. Phillips regarding letter to SEC, send letter to Mr. Carney for submission. | 0.50 | 285.00 |
| 08/03/17 | Parrish Jimmy D. | Review issues regarding Dakota excise tax applicability and objection alternatives to IRS claim. | 1.10 | 594.00 |
| 08/03/17 | Parrish Jimmy D. | Talk with Mr. Beskow regarding Excise tax claims and objections thereto. | 0.80 | 432.00 |
| 08/03/17 | Parrish Jimmy D. | Talk with Ms. Johnson at IRS regarding Excise Tax claims and Dakota objection thereto. | 0.30 | 162.00 |
| 08/03/17 | Parrish Jimmy D. | Talk with Mr. Pope regarding IRS claim and objection issues. | 0.20 | 108.00 |
| 08/04/17 | Green Elizabeth A. | Review issues regarding IRS claims. | 0.90 | 585.00 |
| 08/04/17 | Lane Deanna L | Initial drafting objection to IRS Claim; revising and finalizing same; e-filing and serving same | 1.30 | 338.00 |

Baker & Hostetler LLP

| | | | | | | |
|----------------------------------|--------------------------------------|--------------------------------------|------------------------------------|--|-------------------------------------|--|
| <i>Atlanta</i> <i>Houston</i> | <i>Chicago</i> <i>Los Angeles</i> | <i>Cincinnati</i> <i>New York</i> | <i>Cleveland</i> <i>Orlando</i> | <i>Columbus</i> <i>Philadelphia</i> | <i>Costa Mesa</i> <i>Seattle</i> | <i>Denver</i> <i>Washington, DC</i> |
|----------------------------------|--------------------------------------|--------------------------------------|------------------------------------|--|-------------------------------------|--|

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
 Invoice Number: 50410042
 Matter Number: 098445.000013
 Page 4

| Date | Name | Description | Hours | Amount |
|--------------|--------------------|---|--------------|-----------------|
| 08/04/17 | Parrish Jimmy D. | Review IRS claim objection alternatives. | 1.10 | 594.00 |
| 08/04/17 | Parrish Jimmy D. | Review and revise objection to IRS claim. | 0.70 | 378.00 |
| 08/04/17 | Parrish Jimmy D. | Review notice options regarding claim objection and continued confirmation hearing. | 0.30 | 162.00 |
| 08/04/17 | Parrish Jimmy D. | Talk with Mr. Hunley regarding IRS Excise tax claim. | 0.40 | 216.00 |
| 08/07/17 | Parrish Jimmy D. | Review issues regarding excise tax claims. | 1.00 | 540.00 |
| 08/09/17 | Green Elizabeth A. | Review IRS claim issue. | 0.50 | 325.00 |
| 08/10/17 | Allen Brian F. | Review letter from counsel for Mr. Gilbertson demanding that client withdraw assertion of privilege over documents withheld from production by TDI, begin to research response. | 0.80 | 456.00 |
| 08/10/17 | Parrish Jimmy D. | Spoke with Ms. Rogers of the IRS regarding claim. | 0.30 | 162.00 |
| 08/10/17 | Parrish Jimmy D. | Review issues regarding excise tax claims. | 1.00 | 540.00 |
| 08/11/17 | Allen Brian F. | Finalize and send letter to SEC requesting fair fund distribution. | 0.40 | 228.00 |
| 08/11/17 | Allen Brian F. | Research and draft proposed letter to counsel for Mr. Gilbertson regarding assertion of privilege of certain documents in the possession of TD International. | 3.00 | 1,710.00 |
| 08/11/17 | Green Elizabeth A. | Review confirmation affidavit and amended IRS claim. | 0.50 | 325.00 |
| Total | | | 17.20 | 9,337.00 |

Baker & Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394916
B&H File Number: 10659/098445/000014
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Secured Creditors**

For professional services rendered from December 1, 2016 through December 31, 2016

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 101.00

Remittance Copy

Please include this page with payment

Invoice No: 50394916

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
| Reference Invoice No: 50394916 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394916
B&H File Number: 10659/098445/000014
Taxpayer ID Number: 34-0082025
Page 2

Regarding: Secured Creditors

For professional services rendered from December 1, 2016 through December 31, 2016

| | | |
|------|----|--------|
| Fees | \$ | 101.00 |
|------|----|--------|

| | | |
|--|----|--------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 101.00 |
|--|----|--------|

Baker&Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

Regarding: Secured Creditors

Matter Number: 098445.000014

| Name | Hours | Rate | Amount |
|----------------|-------------|-----------|------------------|
| Goodman Eric R | 0.20 | \$ 505.00 | \$ 101.00 |
| Total | 0.20 | | \$ 101.00 |

| Date | Name | Description | Hours | Amount |
|----------|----------------|---|-------------|---------------|
| 12/23/16 | Goodman Eric R | Draft email to Mr. Beskow regarding vehicles and VIN numbers. | 0.20 | 101.00 |
| | Total | | 0.20 | 101.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394928
B&H File Number: 10659/098445/000014
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Secured Creditors**

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 906.00

Remittance Copy

Please include this page with payment

Invoice No: 50394928

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394928
B&H File Number: 10659/098445/000014
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Secured Creditors**

For professional services rendered from January 1, 2017 through January 31, 2017

| | | |
|-------------|----|---------------|
| Fees | \$ | 906.00 |
|-------------|----|---------------|

| | | |
|---|----|---------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 906.00 |
|---|----|---------------|

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Mesa Washington, DC

Regarding: **Secured Creditors**

Matter Number: 098445.000014

| Name | Hours | Rate | Amount |
|----------------|-------------|-----------|------------------|
| Rose Jorian L. | 1.20 | \$ 755.00 | \$ 906.00 |
| Total | 1.20 | | \$ 906.00 |

| Date | Name | Description | Hours | Amount |
|----------|----------------|---|-------------|---------------|
| 01/19/17 | Rose Jorian L. | Review secured creditor claims from Ally Financial and installment agreements. | 0.80 | 604.00 |
| 01/19/17 | Rose Jorian L. | Telephone conference with counsel for Ally Financial regarding secured claims and sale of vehicles. | 0.40 | 302.00 |
| | Total | | 1.20 | 906.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle, Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410043
B&H File Number: 10659/098445/000014
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Secured Creditors

For professional services rendered from August 1, 2017 through August 13, 2017

BALANCE FOR THIS INVOICE DUE BY 09/13/17 \$ 528.50

Remittance Copy

Please include this page with payment

Invoice No: 50410043

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
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| Reference Invoice No: 50410043 | Email the "Remittance Copy" to bakerlockbox@bakerlaw.com |

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 08/14/17
Invoice Number: 50410043
B&H File Number: 10659/098445/000014
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Secured Creditors**

For professional services rendered from August 1, 2017 through August 13, 2017

| | | |
|---|----|---------------|
| Fees | \$ | 528.50 |
| BALANCE FOR THIS INVOICE DUE BY 09/13/17 | \$ | 528.50 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Dakota Plains Holdings, Inc.

Invoice Date: 08/14/17
Invoice Number: 50410043
Matter Number: 098445.000014
Page 3

Regarding: **Secured Creditors**

Matter Number: 098445.000014

| Name | Hours | Rate | Amount |
|----------------|-------------|-----------|------------------|
| Rose Jorian L. | 0.70 | \$ 755.00 | \$ 528.50 |
| Total | 0.70 | | \$ 528.50 |

| Date | Name | Description | Hours | Amount |
|----------|----------------|---|-------------|---------------|
| 08/04/17 | Rose Jorian L. | Conference calls with secured creditor regarding withdrawal of secured claim. | 0.70 | 528.50 |
| | Total | | 0.70 | 528.50 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394917
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Adversary Matters**

For professional services rendered from December 1, 2016 through December 31, 2016

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 0.00

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Invoice No: 50394917

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394917
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Adversary Matters**

For professional services rendered from December 1, 2016 through December 31, 2016

| | | |
|-------------|-----------|-------------|
| Fees | \$ | 0.00 |
|-------------|-----------|-------------|

| | | |
|---|-----------|-------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 0.00 |
|---|-----------|-------------|

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Regarding: **Adversary Matters**

Matter Number: 098445.000015

| Name | Hours | Rate | Amount |
|----------------|-------------|---------|----------------|
| Allen Brian F. | 0.00 | \$ 0.00 | \$ 0.00 |
| Total | 0.00 | | \$ 0.00 |

| Date | Name | Description | Hours | Amount |
|----------|----------------|--|-------------|-------------|
| 12/23/16 | Allen Brian F. | Confer with Mr. Cohen regarding adjournment of pre-trial conference in the AUSA Investigation. | 0.00 | 0.00 |
| | Total | | 0.00 | 0.00 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394929
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Adversary Matters**

For professional services rendered from January 1, 2017 through January 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 18,472.84

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Invoice No: 50394929

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
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SWIFT Code: KEYBUS33

Reference Invoice No:
50394929

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394929
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Adversary Matters**

For professional services rendered from January 1, 2017 through January 31, 2017

Fees \$ 18,368.00

Expenses and Other Charges

| | |
|------------------------------------|-------------|
| Delivery Services (E107) | 19.00 |
| Automated Research (E106) | 79.20 |
| Copier / Duplication (E101) | 1.00 |
| Postage (E108) | <u>5.64</u> |

Total Expenses \$ 104.84

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 18,472.84

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: **Adversary Matters**

Matter Number: 098445.000015

| Name | Hours | Rate | Amount |
|--------------------|--------------|-----------|---------------------|
| Brown, David K. | 2.30 | \$ 625.00 | \$ 1,437.50 |
| Carney John J | 3.10 | 1,110.00 | 3,441.00 |
| Cohen Dennis O | 0.50 | 640.00 | 320.00 |
| Green Elizabeth A. | 0.30 | 650.00 | 195.00 |
| Rose Jorian L. | 0.30 | 755.00 | 226.50 |
| Ozturk Ferve E. | 17.60 | 530.00 | 9,328.00 |
| Allen Brian F. | 6.00 | 570.00 | 3,420.00 |
| Allen Brian F. | 0.00 | 0.00 | 0.00 |
| Simpson, Brian K. | 0.00 | 0.00 | 0.00 |
| Total | 30.10 | | \$ 18,368.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|---|-------|--------|
| 01/03/17 | Brown, David K. | Prepare SEC recovery analysis. | 1.20 | 750.00 |
| 01/09/17 | Cohen Dennis O | Cancel court conferences due to bankruptcy stay and coordination of same. | 0.50 | 320.00 |
| 01/09/17 | Green Elizabeth A. | Review issues regarding class action matter. | 0.30 | 195.00 |
| 01/13/17 | Allen Brian F. | Confer with AUSA Thompson, compose summary email to Mr. Carney regarding same. | 0.50 | 285.00 |
| 01/17/17 | Simpson, Brian K. | Electronically File Affidavit of Service re: Suggestion of Pendency of Bankruptcy Proceeding being served by First Class Mail upon the remaining Defendants with the Clerk's Office, US Southern District of New York, per Ferve Ozturk | 0.00 | 0.00 |
| 01/18/17 | Allen Brian F. | Confer with Mr. Cohen regarding the above action. | 0.00 | 0.00 |

Baker & Hostetler LLP

| Date | Name | Description | Hours | Amount |
|----------|-----------------|---|-------|----------|
| 01/18/17 | Allen Brian F. | Confer with Mr. Carney regarding the above action. | 0.00 | 0.00 |
| 01/18/17 | Brown, David K. | Prepare SEC recovery; call with J. Carney and B. Allen regarding same | 1.10 | 687.50 |
| 01/18/17 | Carney John J | Review and analysis of open Securities and Exchange Commission recovery issues. | 1.00 | 1,110.00 |
| 01/18/17 | Ozturk Ferve E. | Meet with Mr. Rose to discuss strategy for enforcing automatic stay respecting shareholder action. | 1.00 | 530.00 |
| 01/18/17 | Rose Jorian L. | Telephone conference with Mr. Cohen regarding stay of class action. | 0.30 | 226.50 |
| 01/19/17 | Allen Brian F. | Prepare for and conduct call with SEC regarding establishing a Fair Fund to recover money obtained by the government in the above matter. | 1.00 | 570.00 |
| 01/20/17 | Ozturk Ferve E. | Review third-party complaint to identify debtors' causes of action. | 1.90 | 1,007.00 |
| 01/20/17 | Ozturk Ferve E. | Research caselaw in Eighth Circuit on enjoining third-party actions | 1.00 | 530.00 |
| 01/20/17 | Ozturk Ferve E. | Call with Mr. Rose to discuss strategy concerning third-party action. | 0.20 | 106.00 |
| 01/22/17 | Carney John J | Review and analysis of related company order regarding common accounting issues and alleged violations. | 2.10 | 2,331.00 |
| 01/23/17 | Ozturk Ferve E. | Review 8th Circuit caselaw on automatic stay and section 105 injunction. | 5.70 | 3,021.00 |
| 01/25/17 | Ozturk Ferve E. | Perform research on Eighth Circuit caselaw on automatic stay and section 105 injunctions. | 3.40 | 1,802.00 |
| 01/25/17 | Ozturk Ferve E. | Prepare memorandum summarizing research on Eighth Circuit caselaw on automatic stay and section 105 injunctions. | 4.40 | 2,332.00 |
| 01/31/17 | Allen Brian F. | Prepare request to SEC regarding | 4.50 | 2,565.00 |

Baker&Hostetler LLP

| Date | Name | Description | Hours | Amount |
|------|--------------|-------------------------------------|--------------|------------------|
| | | application to establish fair fund. | | |
| | Total | | 30.10 | 18,368.00 |

Expenses and Other Charges

| | | |
|----------|--|------------------|
| 01/17/17 | 10 Copies | 1.00 |
| | Subtotal - Copier / Duplication (E101) | 1.00 |
| 01/30/17 | UPS US EPA 1595 Wynkoop St Office of Ptnrshps/Reg A ssist Denver CO 1ZF255R80191864191 Letter to US EPA, Tribal Air Permitting re Synthetic Permit | 9.50 |
| 01/30/17 | UPS Deb Thomas US EPA - Region 8 1595 Wynkoop St Den ver CO 1ZF255R80191912978 Ltrs to US EPA re NPDE S and Synthetic Permits | 9.50 |
| | Subtotal - Delivery Services (E107) | 19.00 |
| 01/17/17 | POSTAGE S. Simpson | 5.64 |
| | Subtotal - Postage (E108) | 5.64 |
| 01/20/17 | Westlaw Research - 01/20/17 by OZTURK FERVE | 7.92 |
| 01/23/17 | Westlaw Research - 01/23/17 by OZTURK FERVE | 31.68 |
| 01/25/17 | Westlaw Research - 01/25/17 by OZTURK FERVE | 39.60 |
| | Subtotal - Automated Research (E106) | 79.20 |
| | Total | \$ 104.84 |

Baker&Hostetler LLP

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394939
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Adversary Matters**

For professional services rendered from February 1, 2017 through February 28, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 5,007.95

Remittance Copy

Please include this page with payment

Invoice No: 50394939

Firm Contact Information

Anissa Haynes

(215) 564-8909

ahaynes@bakerlaw.com

| | |
|--|--|
| Please Remit To: Baker & Hostetler LLP P.O. Box 70189 Cleveland, OH 44190-0189 | FOR WIRE REMITTANCES: Baker & Hostetler LLP KeyBank, N.A., Cleveland, OH Account No: 1001516552 / ABA 041001039 <u>SWIFT Code: KEYBUS33</u> |
|--|--|

Reference Invoice No:
50394939

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Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394939
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Adversary Matters**

For professional services rendered from February 1, 2017 through February 28, 2017

Fees \$ **4,984.00**

Expenses and Other Charges

Miscellaneous (E124) 23.95

Total Expenses \$ **23.95**

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ **5,007.95**

Baker&Hostetler LLP

Atlanta
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Chicago
Los Angeles

Cincinnati
New York

Cleveland
Orlando

Columbus
Philadelphia

Costa Mesa
Seattle

Denver
Washington, DC

Regarding: **Adversary Matters**

Matter Number: 098445.000015

| Name | Hours | Rate | Amount |
|-----------------------|-------------|-----------|--------------------|
| Green Elizabeth A. | 1.30 | \$ 650.00 | \$ 845.00 |
| Esmont Joseph M. | 0.70 | 355.00 | 248.50 |
| McCutcheon Marcus | 0.10 | 420.00 | 42.00 |
| Allen Brian F. | 5.00 | 570.00 | 2,850.00 |
| Fishelman Benjamin D. | 2.00 | 440.00 | 880.00 |
| Lasko Seth D. | 0.30 | 395.00 | 118.50 |
| Total | 9.40 | | \$ 4,984.00 |

| Date | Name | Description | Hours | Amount |
|----------|--------------------|--|-------|----------|
| 02/02/17 | Green Elizabeth A. | Review issues regarding Directors' SEC obligations. | 0.30 | 195.00 |
| 02/02/17 | Green Elizabeth A. | Review issues regarding SEC. | 0.60 | 390.00 |
| 02/03/17 | Allen Brian F. | Read and respond to email from Mr. Esmont regarding status of USA investigation. | 0.40 | 228.00 |
| 02/03/17 | Allen Brian F. | Complete proposed letter to the SEC regarding creation of Fair Fund, send to Mr. Carney for review. | 2.30 | 1,311.00 |
| 02/06/17 | Allen Brian F. | Confer with Mr. Brown and AUSA Thompson regarding the above matter. Send summary of call with prosecutor to Mr. Carney for review. | 0.60 | 342.00 |
| 02/13/17 | Esmont Joseph M. | Advise Mr. Rose and Mr. Parrish regarding litigation issues. | 0.70 | 248.50 |
| 02/16/17 | Allen Brian F. | Confer with Mr. Carney regarding revisions to application to the SEC regarding the creation of a Fair Fund. | 0.50 | 285.00 |
| 02/16/17 | Green Elizabeth A. | Outline statute of limitation issues. | 0.40 | 260.00 |

Baker&Hostetler LLP

| Date | Name | Description | Hours | Amount |
|----------|-----------------------|--|-------|--------|
| 02/20/17 | Fishelman Benjamin D. | Discussion with Mr. Allen regarding restoration of Relativity database containing documents and data received from the Faegre law firm. | 0.20 | 88.00 |
| 02/21/17 | Allen Brian F. | Read and respond to email from Mr. Rose regarding support for potential claims against the founders. | 0.20 | 114.00 |
| 02/21/17 | Allen Brian F. | Read and respond to email regarding evidence to be collected from client. | 0.50 | 285.00 |
| 02/21/17 | Fishelman Benjamin D. | Exchange with Ms. Busen, Mr. Allen, and Mr. Bekier regarding documents and data previously received from the Faegre law firm during BakerHostetler engagement in early 2016. | 0.40 | 176.00 |
| 02/21/17 | Fishelman Benjamin D. | Follow up exchange with Mr. Lasko regarding restoration of Relativity database containing documents and data received from Faegre law firm. | 0.20 | 88.00 |
| 02/22/17 | Fishelman Benjamin D. | Follow up with Mr. Lasko, and Mr. Bekier regarding status of restoration of Relativity database containing documents and data received from Faegre law firm. | 0.30 | 132.00 |
| 02/22/17 | Fishelman Benjamin D. | Compilation of additional information for Ms. Busen concerning content of Relativity database received from Faegre law firm during early 2016 BakerHostetler engagement by client. | 0.30 | 132.00 |
| 02/23/17 | Allen Brian F. | Read and respond to email from Mr. Beskow regarding damages. | 0.50 | 285.00 |
| 02/23/17 | Lasko Seth D. | Copy Relativity archive data to the data center as requested by Mr. Fishelman. | 0.20 | 79.00 |
| 02/24/17 | Fishelman Benjamin D. | Follow up with Ms. Busen and Mr. Bekier regarding status of restoration and loading of Relativity database received from Faegre law firm into BakerHostetler SummationPro environment for attorney review. | 0.10 | 44.00 |

Baker&Hostetler LLP

| | | | | | | |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|
| Atlanta Houston | Chicago Los Angeles | Cincinnati New York | Cleveland Orlando | Columbus Philadelphia | Costa Mesa Seattle | Denver Washington, DC |
|--------------------|------------------------|------------------------|----------------------|--------------------------|-----------------------|--------------------------|

| Date | Name | Description | Hours | Amount |
|--------------|-----------------------|---|-------------|-----------------|
| 02/24/17 | Fishelman Benjamin D. | Follow up exchange with and instructions to Mr. Lasko and Mr. Bhagat regarding restoration and loading of Relativity database received from Faegre law firm into BakerHostetler SummationPro environment for attorney review. | 0.30 | 132.00 |
| 02/24/17 | Lasko Seth D. | Copy Relativity archive data to the data center as requested by Mr. Fishelman. | 0.10 | 39.50 |
| 02/27/17 | McCutcheon Marcus | Review policy in light of additional information received. | 0.10 | 42.00 |
| 02/28/17 | Fishelman Benjamin D. | Follow up instructions to Mr. Bhagat regarding loading of restored Relativity database containing documents from Faegre law firm, into SummationPro for attorney review. | 0.20 | 88.00 |
| Total | | | 9.40 | 4,984.00 |

Expenses and Other Charges

| | | |
|----------|--|-----------------|
| 02/28/17 | Miscellaneous (E124) COURTALERT.COM INC Christina Belanger Feb 2017; Inv. 235177-1702 | 23.95 |
| | Subtotal - Miscellaneous (E124) | 23.95 |
| | Total | \$ 23.95 |

Baker&Hostetler LLP

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394961
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Adversary Matters**

For professional services rendered from March 1, 2017 through March 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 3,968.85

Remittance Copy

Please include this page with payment

Invoice No: 50394961

Firm Contact Information

Anissa Haynes

(215) 564-8909

ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Reference Invoice No:
50394961

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bakerlockbox@bakerlaw.com

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394961
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Adversary Matters**

For professional services rendered from March 1, 2017 through March 31, 2017

| | | |
|-------------|----|-----------------|
| Fees | \$ | 3,930.00 |
|-------------|----|-----------------|

Expenses and Other Charges

| | |
|-------------------------------------|--------------|
| Miscellaneous (E124) | 23.95 |
| Electronic Court Fees (E112) | <u>14.90</u> |

| | | |
|-----------------------|----|--------------|
| Total Expenses | \$ | 38.85 |
|-----------------------|----|--------------|

| | | |
|---|----|-----------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 3,968.85 |
|---|----|-----------------|

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Regarding: **Adversary Matters**

Matter Number: 098445.000015

| Name | Hours | Rate | Amount |
|----------------|-------------|-----------|--------------------|
| Rose Jorian L. | 0.60 | \$ 755.00 | \$ 453.00 |
| Allen Brian F. | 6.10 | 570.00 | 3,477.00 |
| Total | 6.70 | | \$ 3,930.00 |

| Date | Name | Description | Hours | Amount |
|--------------|----------------|---|-------------|--------------------|
| 03/07/17 | Allen Brian F. | Read and respond to email from Mr. Carney regarding call from prosecutors. | 0.20 | 114.00 |
| 03/17/17 | Allen Brian F. | Prepare outline of proposed claims against Mr. Gilbertson, send to Mr. Brown for review. | 3.40 | 1,938.00 |
| 03/20/17 | Allen Brian F. | Confer with Mr. Esmont regarding action against Mr. Gilbertson. | 0.50 | 285.00 |
| 03/20/17 | Rose Jorian L. | Telephone conferences with Ms. Phillips regarding next steps and litigation issues. | 0.60 | 453.00 |
| 03/21/17 | Allen Brian F. | Compose email to Mr. Brown regarding request from prosecutor. | 0.40 | 228.00 |
| 03/22/17 | Allen Brian F. | Confer with Mr. Carney, AUSA Thompson regarding a USA investigation, confer with Mr. Rose and Mr. Brown regarding same. | 1.00 | 570.00 |
| 03/23/17 | Allen Brian F. | Read and respond to email from Mr. Brown regarding indictment against Mr. Gilbertson. | 0.60 | 342.00 |
| Total | | | 6.70 | \$ 3,930.00 |

Expenses and Other Charges

Baker & Hostetler LLP

03/31/17 Miscellaneous (E124) COURTALERT.COM INC Christina Belanger 23.95
March 2017; Inv. 235177-1703

Subtotal - Miscellaneous (E124) 23.95

03/31/17 PACER 98445 0.10
03/31/17 PACER 98445.7 14.80

Subtotal - Electronic Court Fees (E112) 14.90

Total \$ 38.85

Baker & Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394962
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 1

Regarding: Adversary Matters

For professional services rendered from April 1, 2017 through April 30, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 8,086.73

Remittance Copy

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Invoice No: 50394962

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
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SWIFT Code: KEYBUS33

Reference Invoice No:
50394962

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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394962
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Adversary Matters**

For professional services rendered from April 1, 2017 through April 30, 2017

| | | |
|-------------|----|-----------------|
| Fees | \$ | 8,042.00 |
|-------------|----|-----------------|

Expenses and Other Charges

| | |
|---------------------------------|--------------|
| Miscellaneous (E124) | 23.95 |
| Delivery Services (E107) | 20.78 |

| | | |
|-----------------------|----|--------------|
| Total Expenses | \$ | 44.73 |
|-----------------------|----|--------------|

| | | |
|---|----|-----------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 8,086.73 |
|---|----|-----------------|

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston *Los Angeles* *New York* *Orlando* *Philadelphia* *Seattle* *Washington, DC*

Regarding: **Adversary Matters**

Matter Number: 098445.000015

| Name | Hours | Rate | Amount |
|-------------------|--------------|-----------|--------------------|
| Cohen Dennis O | 4.40 | \$ 640.00 | \$ 2,816.00 |
| Esmont Joseph M. | 7.00 | 355.00 | 2,485.00 |
| Allen Brian F. | 4.70 | 570.00 | 2,679.00 |
| Cloonan Maureen E | 0.20 | 310.00 | 62.00 |
| Total | 16.30 | | \$ 8,042.00 |

| Date | Name | Description | Hours | Amount |
|----------|------------------|---|-------|--------|
| 04/03/17 | Esmont Joseph M. | Work with Mr. Allen to prepare files for potential future litigation. | 0.80 | 284.00 |
| 04/03/17 | Esmont Joseph M. | Confer with local counsel regarding access to state court litigation files. | 0.70 | 248.50 |
| 04/05/17 | Allen Brian F. | Confer with Mr. Carney, prepare draft letter to prosecutor. | 0.60 | 342.00 |
| 04/05/17 | Esmont Joseph M. | Review materials regarding potential ongoing litigation. | 2.20 | 781.00 |
| 04/06/17 | Allen Brian F. | Finalize waiver letter to the prosecutors, confer with Ms. Rose regarding counterclaims. | 0.50 | 285.00 |
| 04/10/17 | Allen Brian F. | Confer with Mr. Carney regarding the above investigation. | 0.30 | 171.00 |
| 04/11/17 | Allen Brian F. | Revise and edit letter to AUSA Thompson, send to Mr. Carney for review. | 0.30 | 171.00 |
| 04/12/17 | Cohen Dennis O | Review of civil court order seeking status report regarding bankruptcy proceedings. | 0.20 | 128.00 |
| 04/13/17 | Cohen Dennis O | Conversation with Mr. Rose and analysis in order to determine proper course of action for disposition of civil cases. | 0.40 | 256.00 |

Baker&Hostetler LLP

| Date | Name | Description | Hours | Amount |
|--------------|-------------------|--|--------------|-----------------|
| 04/14/17 | Cohen Dennis O | Review of bankruptcy materials pertaining to status of civil cases; coordination with Mr. Rose and with opposing counsel in order to determine proper course of action for disposition of civil cases. | 1.00 | 640.00 |
| 04/18/17 | Cohen Dennis O | Review of and comment to draft status report to court and stipulations of dismissal of civil cases; internal discussion regarding same. | 1.00 | 640.00 |
| 04/19/17 | Cloonan Maureen E | Prepare relevant documents to be served to opposing counsel in preparation for filing per Mr. Cohen. | 0.20 | 62.00 |
| 04/19/17 | Cohen Dennis O | Negotiation and finalization of status report to civil court and stipulations of dismissal for both civil cases; execution of stipulations and dismissal of cases. | 1.80 | 1,152.00 |
| 04/24/17 | Allen Brian F. | Confer with Mr. Esmont, revise and edit proposed application to the SEC regarding restitution in the above matter, send to Mr. Carney for review. | 2.50 | 1,425.00 |
| 04/24/17 | Esmont Joseph M. | Advise Mr. Allen regarding damages issues and potential recoveries from SEC, including preliminary research. | 1.80 | 639.00 |
| 04/27/17 | Allen Brian F. | Confer with Ms. Carney, and Mr. Rose regarding application to SEC for restitution in the above action. | 0.50 | 285.00 |
| 04/28/17 | Esmont Joseph M. | Confer with Mr. Allen regarding potential SEC recoveries and research regarding the same. | 1.50 | 532.50 |
| Total | | | 16.30 | 8,042.00 |

Expenses and Other Charges

| | | |
|----------|--|-------|
| 04/30/17 | Miscellaneous (E124) COURTALENT.COM INC Christina Belanger Apr 2017; Inv. 235177-1704 | 23.95 |
|----------|--|-------|

| | |
|--|--------------|
| Subtotal - Miscellaneous (E124) | 23.95 |
|--|--------------|

Baker&Hostetler LLP

| | | |
|--|---|-----------------|
| 04/17/17 | FedEx AUSA Joseph H Thompson USAO for District of Minnesota 600 US COURTHOUSE 300 SOUTH 4T MINNEAPOLIS MN 786263222829 Correspondence | 20.78 |
| Subtotal - Delivery Services (E107) | | 20.78 |
| Total | | \$ 44.73 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394971
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 1

Regarding: **Adversary Matters**

For professional services rendered from May 1, 2017 through May 31, 2017

BALANCE FOR THIS INVOICE DUE BY 07/29/17 \$ 2,780.50

Remittance Copy

Please include this page with payment

Invoice No: 50394971

Firm Contact Information

Anissa Haynes
(215) 564-8909
ahaynes@bakerlaw.com

Please Remit To:
Baker & Hostetler LLP
P.O. Box 70189
Cleveland, OH 44190-0189

FOR WIRE REMITTANCES:
Baker & Hostetler LLP
KeyBank, N.A., Cleveland, OH
Account No: 1001516552 / ABA 041001039
SWIFT Code: KEYBUS33

Reference Invoice No:
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BakerHostetler

Dakota Plains Holdings, Inc.
294 Grove Ln E
Wayzata, MN 55391

Invoice Date: 06/29/17
Invoice Number: 50394971
B&H File Number: 10659/098445/000015
Taxpayer ID Number: 34-0082025
Page 2

Regarding: **Adversary Matters**

For professional services rendered from May 1, 2017 through May 31, 2017

| | | |
|-------------|----|-----------------|
| Fees | \$ | 2,780.50 |
|-------------|----|-----------------|

| | | |
|---|----|-----------------|
| BALANCE FOR THIS INVOICE DUE BY 07/29/17 | \$ | 2,780.50 |
|---|----|-----------------|

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC

Regarding: **Adversary Matters**

Matter Number: 098445.000015

| Name | Hours | Rate | Amount |
|--------------------|-------------|-----------|--------------------|
| Green Elizabeth A. | 0.70 | \$ 650.00 | \$ 455.00 |
| Esmont Joseph M. | 2.90 | 355.00 | 1,029.50 |
| McCutcheon Marcus | 0.10 | 420.00 | 42.00 |
| Allen Brian F. | 2.20 | 570.00 | 1,254.00 |
| Total | 5.90 | | \$ 2,780.50 |

| Date | Name | Description | Hours | Amount |
|--------------|--------------------|---|-------------|--------------------|
| 05/01/17 | Allen Brian F. | Confer with Mr. Esmont regarding damages suffered by client as a result of actions by Mr. Gilbertson and Mr. Reger for use in application to SEC & DOJ for restitution. | 1.40 | 798.00 |
| 05/03/17 | Esmont Joseph M. | Review matters related to Fair Fund. | 1.40 | 497.00 |
| 05/04/17 | Esmont Joseph M. | Confer with Mr. Rose regarding Fair Fund issues. | 0.30 | 106.50 |
| 05/10/17 | Green Elizabeth A. | Review issues regarding litigation claims. | 0.70 | 455.00 |
| 05/15/17 | Allen Brian F. | Revise proposed letter to the SEC based on additional analysis of proposed damages, send to Mr. Rose for review. | 0.60 | 342.00 |
| 05/15/17 | Esmont Joseph M. | Analyze Fair Fund letter and comment. | 1.20 | 426.00 |
| 05/16/17 | Allen Brian F. | Compose email to client regarding proposed letter to SEC. | 0.20 | 114.00 |
| 05/17/17 | McCutcheon Marcus | Review issues regarding desire to pursue insurance proceeds in light of bankruptcy filing. | 0.10 | 42.00 |
| Total | | | 5.90 | \$ 2,780.50 |

Baker&Hostetler LLP

Atlanta Chicago Cincinnati Cleveland Columbus Costa Mesa Denver
 Houston Los Angeles New York Orlando Philadelphia Seattle Seattle Washington, DC